SHARPLINE BROADCAST LIMITED

ANNUAL REPORT 2022-2023

[33rd ANNUAL REPORT 2022-2023]

SHARPLINE BROADCAST LIMITED

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

Email: sharplinebroadcastlimited@gmail.com, Website: www.sharplinebroadcast.in

CIN No.L22100DL1990PLC039464

CORPORATE INFORMATION

BOARD OF DIRECTORS	COMPANY SECRETARY & COMPLIANCE OFFICER
Sangeeta Mukherjee Director Sanjeev Kumar Jha Director Sulabh Dikshit Director Pooja Suri Director Monica Asri CFO	Ms. Nimmy Singh Chauhan **Email ID:** sharplinebroadcastlimited@gmail.com **Phone:** 011- 23552627
STATUTORY AUDITORS	**REGISTERED OFFICE**
BAS & COMPANY LLP Chartered Accountants 804, Pearls Omaxe Buildings, Netaji Subhash Place, Delhi-110034 Email Id: delhi@basco.in	37th Second Floor, Rani Jhansi Road Motia khan, Paharganj, Delhi-110055 **Email ID:** sharplinebroadcastlimited@gmail.com **Phone:** 011- 23552627 **Website:** www.sharplinebroadcast.in
REGISTRAR AND TRANSFER AGENT	**SECRETARIAL AUDITOR**
Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 Tel.: 11-40450193-97 www.skylinerta.com	**V Kumar & Associates** Company Secretaries 15/18, Basement, West Patel Nagar, New Delhi-110008 Mobile: 9910218035 Mail: csvivekkumar@gmail.com,
	INTERNAL AUDITOR
	A D Goyal & Associates Chartered Accountants, FRN: 0031058N B-403-404, Street No. 4, Majlis Park, Adarsh Nagar, Delhi- 110033 Mail: caadgoyal@gmail.com

BANKERS	**STOCK EXCHANGE**
ICICI Bank HDFC Bank	**1. Metropolitan Stock Exchange of India Limited,** 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai– 400070. Contact No.: 022 6112 9000, 02261129009 Fax:+91-22-26544000 **2. BSE Limited** Phiroze Jeejeebhoy Towers, Park Dalal Street, Mumbai- 400001 Contact No.: 91-22-22721233/4, 91-22-66545695 Fax : +91-22-22721919

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Notice of 33rd Annual General Meeting

To the Shareholders of Sharpline Broadcast Limited

Notice is hereby given that **33rd Annual General Meeting** of members of Sharpline Broadcast Limited will be held on **Thursday, 21st September 2023** at **12:30 p.m**. through video conferencing (VS)/ other audio visual means (OAVM) to transact the following business

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone Financial Statements of the Company for the year 2023 including audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. **Appointment of Mr. Sanjeev Kumar Jha (DIN: 02840583) as a Director, liable to retire by rotation.**

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 152 and other applicable provisions of the Companies Act, 2013, **Mr. Sanjeev Kumar Jha (DIN: 02840583)** who retires by rotation at this Meeting, and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

1. **Borrowing powers of the company**

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

RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and (2) and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company to the Board of Directors of the Company (hereinafter referred to as "the Board") for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to fbe obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.100 Crores (Rupees Hundred Crores only) over and above the paid up capital of the Company and its free reserves.

2. **Authorisation under section 186 of the Companies Act, 2013**

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.100,00,00,000 (Rupees One Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By order of the Board of Directors
For Sharpline Broadcast Limited

Sd/-

Place: New Delhi — **Sanjeev Kumar Jha**
Date: 23.08.2023 — **(Director)**
DIN: 02840583

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding),Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sharplinebroadcast.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and and www.msei.in respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

8. Those Shareholders whose email IDs are not registered, are requested to register their email ID with the Company at sharplinebroadcastlimited@gmail.com and The Skyline Financial Services Private Limited (RTA) at compliances@skylinerta.com by providing their Name as registered with the company, Address, email ID, PAN, Folio Number and Number of shares held by them or by click http://www.skylinerta.com/EmailReg.php

9. In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 , and read with SEBI Circular dated May 12, 2020") and other applicable circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI (Collectively called "relevant circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ company's Registrar and Share Transfer Agent Skyline Financial Services Pvt. Ltd (herein referred as 'RTA'). Members whose email is not registered may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.sharplinebroadcast.in, websites of the Stock Exchanges BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively.

10. An explanatory statement pursuant to section 102 of the Companies Act, 2013 relating to **Special Business 1 to 2** is annexed hereto and forms part of this notice.

11. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment item no. 2 is as follows:-

Item No.	**2**
Particulars	Mr. Sanjeev kumar Jha
DIN	02840583
Date of Birth	01/03/1977
Terms and Conditions of Re-appointment	Re-appointment as Director of the company liable to retire by rotation

Qualifications	Graduation
Experience in specific functional areas	20 years in Cable Communication, Radio & TV, Digital Broadcasting Technology
Directorship held in Other listed entities	1 (One)
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	2 (Two) (Membership)
Remuneration last drawn (F.Y. 2022-23)	12,00,000
Number of shares held in the Company	0

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 18th September, 2023 at 09:00 A.M. and ends on Wednesday, 20th September 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 08th September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 08th September, 2023.

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 and joining virtual meeting 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 or joining virtual meeting & voting during the meeting. 2. 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/IdeasDirectReg.jsp 3. 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote.

	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

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.co.inor call at toll free no.: 1800 1020 990 and 1800 22 44 30
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.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual areholders 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:
   a) 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'?

(i) 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.co.in 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 electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 to <csvivekkumar@gmail.com> with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to sharplinebroadcastlimited@gmail.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), AADHAAR (self attested scanned copy of Aadhar Card) to (sharplinebroadcastlimited@gmail.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THEAGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (sharplinebroadcastlimited@gmail.com.). The same will be replied by the company suitably.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

ANNEXURE TO THE NOTICE

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

ITEM NO. 1 BORROWING POWERS OF THE COMPANY

As per the provisions of section 180(1)(c) of the Companies Act, 2013 the Board of directors of a company could borrow money together with the moneys already borrowed by the Company in the ordinary course of business, to the extent of paid up share capital and free reserves of the company and for borrowing moneys in excess of the Paid up share capital and Free reserves, the approval of the members of the company in General Meeting by way of Special resolution has to be obtained.

And as you know that for business and operational purpose of company, Company borrow funds and may borrow funds from time to time and so therefore it is required to obtain approval of the members by way of special resolution in general meeting to authorize to the Board to borrow funds in excess of the paid up share capital and free reserves.

So, your board decided to increase the limit of borrow fund upto Rs.100 Crore and recommend passing of this resolution by way of a Special resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and extent to their shareholding.

ITEM NO. 02: AUTHORISATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013

As per provisions of section 186 of the Companies Act, 2013 the Board of directors of a company could give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise to any person or body corporate to the extent of sixty percent paid up share capital, free reserves and securities premium or one hundred per cent of its free reserves and securities premium account whichever is more and for giving any loan or providing guarantee and security in excess of limit specified above, the approval of the members of the company in General Meeting by way of Special resolution has to be obtained.

And as you know that for business and investment purpose of company, Company may give loan and guarantee to any person and make investments by acquiring securities by way of purchase or subscription or otherwise from time to time. So, it is proposed to increase the limit of give any loan or guarantee or providing security to body corporate or any other person and to invest funds upto Rs. 100 Crore and recommend passing of this resolution by way of a Special resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and extent to their shareholding.

By order of the Board of Directors
For Sharpline Broadcast Limited

Sd/-

Place: New Delhi **Sanjeev Kumar Jha**
Date: 23.08.2023 **(Director)**
DIN: 02840583

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

Email: sharplinebroadcastlimited@gmail.com, Website: www.sharplinebroadcast.in

CIN No.L22100DL1990PLC039464

DIRECTOR'S REPORT

Dear Members,

Your Directors take pleasure in presenting their 33rd Annual Report together with the Audited Statements of accounts for the Financial Year ended on 31st March, 2023.

Financial summary of the Company

During the year under review, the Company has shown notable performance. The extracts of financial results 2022-23 are as under:

[in Lakhs (Rs.)]

Particulars	**Year ended 31.03.2023**	**Year ended 31.03.2022**
Income for the year (Gross)	3,148.05	1,551.32
Expenditure for the year excluding Depreciation and nortization Expenses	3,076.93	1,460.05
Profit/(Loss) before depreciation & interest	71.12	91.27
Less -Depreciation and Amortization Expenses -Interest	 - -	 - -
Exceptional Item Prior Period Expenses	 60	 -
Profit before Tax	11.12	91.27
Less:- Provision for Taxation - Current Tax/ Mat - Deferred Tax Adjustment-Cr/Dr) - Tax Adjustments for Earlier Year	 59.12 (3.18) (0.07)	 23.48 (0.44) -
Profit after Tax	(44.74)	68.23

Operational

During the year, the company has carried out its business operations. However Company has achieved a stable profit during the year. Your Directors are putting their best efforts to improve the performance of the Company. The company anticipates more development in the Finance Industry in years to come.

The income from operations during the year is Rs. 3,139.84 Lakhs as against Rs. 1,534.65 Lakhs in the previous year. The Company made a profit before tax of Rs. 11.12 Lakhs as against the profit of Rs. 91.27 Lakhs in the previous year.

Dividend

Your Directors intend to plough back available resources for the financial requirements and express their inability to recommend any dividend for the financial year.

Transfer to Reserves

The net movements in the major reserves of the Company are as follows:

No amount is proposed to be transferred to the Reserves and Surplus Account.

Change in the nature of business

During the Financial Year under review, no changes have occurred in the nature of the Company's business.

Significant & Material Orders Passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status of the Company

No significant and material orders were passed by any Regulator(s) or Court(s) or Tribunal(s) which would impact the going concern status of the company.

Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

There has been no material changes and commitments affecting the financial position of the Company to which the financial statement relates.

Details in respect of adequacy of internal financial controls with reference to the Financial Statement

There is an adequate internal financial control with reference to the Financial Statements. Company has well trained staff who look after accuracy of internal financial Control.

Details of Subsidiary/Joint Venture/ Associate Companies

During the year under review, the Company has no Subsidiary/Joint Venture and have 1 associate company.

Form No. AOC-1 is attached to this report as **Annexure-'A'.**

Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement

The Company has no subsidiaries, 1 associates and no joint venture companies.

Details in Respect of Frauds Reported by Auditors under Sub-Section (12) Of Section 143 other than those which are Reportable to The Central Government

Auditors have not reported any frauds during the year under review.

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act 2013

The Company has given Loan or Guarantee or made Investment under Section 186 of the Companies Act 2013.

Special Resolution has been passed in the Annual General Meeting of financial year ending March 2023 for the approval.

Public Deposits

During the year under review, your Company has neither accepted nor renewed any deposits.

Particulars of Contracts or Arrangements with Related Parties

All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. **Form No. AOC-2** marked **Annexure 'A'** is annexed to this report containing disclosure of related party transactions under Section 188 of the Companies Act, 2013.

Auditors

(i) Statutory Auditors

In the 30th AGM held on September 20, 2020 the Members appointed **M/s BAS & Co. LLP** Chartered Accountants (Firm Registration No.323347E/E300008) as Statutory Auditors of the Company

(ii) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. V Kumar and Associates (CP No.:10438, FCS: 8976), Company Secretaries to undertake the secretarial audit of the Company.

Auditors' Report

A copy of Independent Auditors' Report and Notes forming part of the Financial Statements as provided by Independent Auditor has been annexed to this Report contains following reservation, qualification or adverse remarks.

Auditor's Modified Opinion: The Company is required to obtain EPF and ESI registration, the same has not been taken by the Company.

Management Reply: Management acknowledges that there have been deficiencies in processes, which will be reviewed by the Board of Directors and Board of Directors will make sure that necessary action will be taken in the current financial Year.

Secretarial Audit Report

A copy of Secretarial Audit Report as provided by Company Secretary in Practice has been annexed to this Report as **Annexure- E**. The Secretarial Audit Report contains following reservation, qualification or adverse remarks.

Auditor's Modified Opinion:

The Company's management has not charged interest on loans and advances made to individuals Hence Company is not in compliance with section 186(7) of the Companies Act, 2013.

Company has also not taken EPF and ESI registration.

Management Reply: Management acknowledges that there have been deficiencies in processes, which will be reviewed by the Board of Directors and Board of Directors will make sure that necessary action will be taken in the current financial Year.

Shifting of Registered Office

During the year under review, the Company has not shifted its registered office.

Share Capital

A. **Increase in Authorised Share Capital**

   The Company has increased its Authorised Share Capital from Rs. 115,000,000 to 250,000,000 on its EGM held on 15/12/2022.

B. **Issue of equity shares with differential rights**

   Company has not issued any equity shares with differential rights so no disclosure is required as per rule 4 (4) of the Companies (Share Capital and Debentures) Rules 2014.

C. **Issue of sweat equity shares**

   Company has not issued sweat equity shares, so no disclosure is required as per rule 8 (13) of the Companies (Share Capital and Debentures) Rules 2014.

D. **Issue of employee stock options**

   Company has not issued employee stock options, so no disclosure is required as per rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014.

E. **Provision of money by Company for purchase of its own share by employees or by trustee for the benefit of employees**

Company has not made any provision for purchase of its own share by employees or by trustee for the benefit of employees so no disclosure is required as per rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014.

Extract of the Annual Return

The extract of the Annual Return in **Form No. MGT – 9** has been enclosed with the report herewith as per Section 92 of the Companies Act 2013 is annexed as **'Annexure-B'.**

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

The details of conservation of energy, technology absorption, foreign exchange and outgo are as follows:

A. Conservation of energy

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy are not applicable.

B. Technology absorption

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding Technology absorption are not applicable.

C. Foreign exchange earnings and outgo

There has been no expenditure and/or earning in foreign exchange.

Employees

In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the name and other particulars of the employees, whose remuneration falls within the purview of the said rule, are required to be set out in the Annexure to the Directors Report. However, during the year under review or any part thereof, the company did not employ any person with remuneration falling within the purview as prescribed under the rule.

Corporate Social Responsibility

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

While selecting Directors, the Company looks for an appropriate balance of skills, experience, independence and knowledge to enable them discharge their respective duties and responsibilities effectively. The Company has laid down a clear Policy on remuneration of Directors, Key Managerial
of the Companies Act, 2013 and Articles of Association.

During the year Mrs. Sangeeta Mukherjee (DIN: 02836339), Mr. Sanjeev Kumar Jha (DIN: 02840583), Mr. Sulabh Dikshit (DIN 07070194) and Mrs. Pooja Suri (DIN: 09115153) were in the board of directors.

Mr. Sanjeev Kumar Jha (DIN: 02840583), Whole Time Director of the Company, retires by rotation in the ensuing AGM and being eligible offers herself for re-appointment.

Mr. Paras Shah (DIN: 07070206), had resigned from the Board of Director on 25/05/2022. Board of directors appreciated his tenure in the Board.

Mrs. Pooja Suri (DIN: 09115153) was appointed as an Additional Independent Director of the company in the board meeting held on 25/05/2022 and was regularized as a Director of the company in the Annual General Meeting held on 15/09/2022.

Number of Meetings of the Board of Directors

The Board of Directors consists of Four Directors including three Independent Directors during the period under report.

During the 12 months period ended March, 2023, 16 (Twelve) Board Meetings were held on 19/04/2022, 11/05/2022, 25/05/2022, 28/06/2022, 14/07/2022, 10/08/2022, 17/08/2022, 02/09/2022, 18/10/2022, 10/11/2022, 16/11/2022, 14/01/2023, 25/01/2023, 10/03/2023, 13/03/2023 and 16/03/2023.

The intervening gaps between the Meetings were within the period prescribed under the Companies Act, 2013.

Details of the attendance of the Directors attending the Board Meeting(S) are provided hereunder:

NAME OF THE RECTOR	CATEGORY	NO. OF MEETINGS 'TENDED
Ms. Sangeeta Mukherjee	Non-Executive and Independent Director	16
Mr. Sanjeev Kumar Jha	Executive Director	16
Mr. Sulabh Dikshit	Non-Executive and Independent Director	16
Mrs. Pooja Suri	Non-Executive and Independent Director	14

Audit Committee

During the financial year 2022-23, the Company has an Audit Committee comprising Mrs. Sangeeta Mukherjee (Non-Executive and Independent Director), Mr. Sulabh Dikshit (Non-Executive and Independent Director) and Mrs. Pooja Suri (Non-Executive and Independent Director). The terms of reference of the Audit Committee inter-alia include overseeing financial reporting process, reviewing the financial statements and recommending appointment of Auditors. There is no recommendation made by Audit Committee.

Stakeholder Relationship Committee

The Company has constituted a Stakeholder Relationship Committee of Directors in compliance with provisions of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015 as amended from time to time.

During the financial year 2022-23, the Committee comprises Mrs. Sangeeta Mukherjee (Non-Executive and Independent Director), Mr. Sulabh Dikshit (Non-Executive and Independent Director) and Mrs. Pooja Suri (Non-Executive and Independent Director).

Nomination and Remuneration Committee

The Company has constituted a Nomination and Remuneration Committee of Directors in compliance with provisions of the Companies Act, 2013 Regulation 19 of SEBI (LODR) Regulations, 2015 as amended from time to time. The Committee's scope of work includes deciding on remuneration and policy matters related to remunerations of Directors and laying guidelines for remuneration package or compensation.

During the financial year 2022-23, the Committee comprises of Mrs. Sangeeta Mukherjee (Non-Executive and Independent Director), Mr. Sulabh Dikshit (Non-Executive and Independent Director) and Mrs. Pooja Suri (Non-Executive and Independent Director).

The Committee has formulated a Nomination and Remuneration Policy relating to the appointment and remuneration for the directors, key managerial personnel and other employees. The nomination and remuneration policy is annexed under the head of CORPORATE GOVERNANCE REPORT, sub-head NOMINATION AND REMUNERATION COMMITTEE (**Annexure –'D'**).

Appointment of Company Secretary

No changes made during the year. Ms. Nimmy Singh Chauhan, an Associate Member of the Institute of Company Secretaries of India acts as Company Secretary of the Company during the year.

Details of Establishment of Vigil Mechanism/ Whistle Blower Policy for Directors and Employees

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the Company has adopted a vigil mechanism policy. This policy is explained in corporate governance report. This policy has been uploaded on the website of the Company- www.sharplinebroadcast.in

Management Discussions and Analysis Report

The Management Discussion and Analysis Report forms part of this Annual Report in compliance with Regulation 34 of SEBI (LODR) Regulations, 2015 and is annexed marked as **Annexure 'C'.**

Corporate Governance

The Company believes that the essence of Corporate Governance lies in the phrase "Your Company". It is "Your" Company because it belongs to you-"the Shareholders". The Chairperson and Directors are "Your" fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximizes "Your" long term value. Your Company is committed to benchmark itself with global standards in all areas including highest standards of Good Corporate Governance. Besides adhering to the prescribed Corporate Governance practices as per Regulation 15(2) of SEBI (LODR) Regulations, 2015, the Company also endeavors to share information with its stakeholders openly and transparently on matters which have a bearing on its economic and reputational interest.

The Corporate Governance Report of the Company is annexed to this report as **Annexure-'D'.**

Risk Management Policy

Company has implemented proper risk management policy including identification therein of element of risk.

Code of Conduct

The chairman of the Board Meetings has given a declaration that all Directors and senior Management Personnel concerned affirmed compliance with the code of conduct with reference to the year ended March, 31 2023.

Corporate Social Responsibility

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the company itself in an environment partnership for inclusive development.

Director's Responsibility statement

Pursuant to section 134(3)(m) of the Companies Act, 2013, with respect to Directors Responsibility statement, it is hereby confirmed that :-

i. In the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
iv. The Directors have prepared the annual accounts on a going concern basis.
v. The Directors, has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgement

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co-operation received from Government agencies and the shareholders. Your Directors also record their appreciation for the total dedication of employees at all levels.

By Order of the Board
Sharpline Broadcast Limited

	Sd/-	**Sd/-**
Place: New Delhi	**(Sanjeev Kumar Jha)**	**(Sulabh Dikshit)**
Date: 23.08.2023	**Director**	**Director**
	DIN: 02840583	**DIN: 07070194**

(Annexure- A)

Form AOC-1

{Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014}

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": subsidiaries

1. Sl. No.	N.A.
2. Name of the subsidiary	N.A.
3. Reporting period for the subsidiary concerned, if different from the holding mpany's reporting period	N.A.
4. Reporting currency and Exchange rate as on the last date of the relevant ancial year in the case of foreign subsidiaries.	N.A.
5. Share Capital	N.A.
6. Reserve & Surplus	N.A.
7. Total Assets	N.A.
8. Total Liabilities	N.A.
9. Investments	N.A.
10. Turnover	N.A.
11. Profit before taxation	N.A.
12. Provision for taxation	N.A.
13. Profit after taxation	N.A.
14. Proposed Dividend	N.A.
15. % of Shareholding	N.A.

Part "B": Associates and Joint Ventures

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	Naman Broadcastings And Telecommunications Private Limited.
1. Latest audited Balance Sheet Date	**31/03/2023**
2. Shares of Associate/Joint Ventures held by e company on the year end 31/03/2022	-
No.	**-**
Amount of Investment in Associates/Joint nture	**-**
Extent of Holding%	
3. Description of how there is significant uence	**Associate**
4. Reason why the associate /joint venture is t consolidated	Control of or participation in business decisions
5. Net worth attributable to Shareholding as per est audited Balance Sheet	-
6. Profit/Loss for the year	
i. Considered in consolidation	**-**
ii. Not Considered in Consolidation	**-**

By Order of the Board
Sharpline Broadcast Limited

	Sd/-	**Sd/-**
Place: New Delhi	**(Sanjeev Kumar Jha)**	**(Sulabh Dikshit)**
Date: 23.08.2023	**Director**	**Director**
	DIN:02840583	**DIN: 07070194**

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

- **Details of contracts or arrangements or transactions not at arm's length basis.**

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

- **Details of contracts or arrangements or transactions at Arm's length basis.**

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date (s) of approval by the Board, if any	Amount paid as advances, if any
Naman Broadcastings And Telecommunications Private Limited (Associate Company)	Advertising Expenses	Normal course of Business	As per Contract	19-04-2022	NIL
Sanjeev Kumar Jha(Whole Time Director)	Remuneration	During the F.Y. 2022-23	During the F.Y. 2022-23 1. Remuneration	19-04-2022	NIL

Sulabh Dikshit (Director)	Remuneration	During the F.Y. 2022-23	During the F.Y. 2022-23 1. Remuneration	19-04-2022	NIL
Pooja Suri (Director)	Remuneration	During the F.Y. 2022-23	During the F.Y. 2022-23 1. Remuneration	19-04-2022	NIL
Nimmy Singh Chauhan (Company Secretary)	Remuneration	During the F.Y. 2022-23	During the F.Y. 2022-23 1. Remuneration	19-04-2022	NIL
Monica Asri (Chief Financial Officer)	Remuneration	During the F.Y. 2022-23	During the F.Y. 2022-23 1. Remuneration	19-04-2022	NIL

By Order of the Board
Sharpline Broadcast Limited

	Sd/-	**Sd/-**
Place: New Delhi	**(Sanjeev Kumar Jha)**	**(Sulabh Dikshit)**
Date: 23.08.2023	**Director**	**Director**
	DIN: 02840583	**DIN : 07070194**

(Annexure- B)

EXTRACT OF THE ANNUAL RETURN
FORM MGT-9

As on the financial year ended on 31st March, 2023

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L22100DL1990PLC039464
ii.	Registration Date	09/03/1990
iii.	Name of the Company	Sharpline Broadcast Limited
iv.	Category/Sub-Category of the Company	Listed Company having Share Capital
v.	Address of the Registered office and contact details	37th Second Floor, Rani Jhansi Road Motia khan, Paharganj, Delhi-110055 Email id: sharplinebroadcastlimited@gmail.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	SKYLINE SERVICES PRIVATE LIMITED D-153-A, 1st Floor, Okhla Industrial Area, Phase-1,, New Delhi-110020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

SI. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company

1	Management Advisory Services	7020	100%

**As per NIC Code 2008.*

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary and has one Associates Companies

I. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2022)				No. of Shares held at the end of the year (31.03.2023)				% Change during e year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	180000	0	180000	1.57	180000	0	0	1.57	0
b) CentralGovt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	4800000	0	4800000	41.74	4800000	0	0	41.74	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-al(A)(1):-	**4980000**	**0**	**4980000**	**43.30**	**4980000**	**0**	**0**	**43.30**	**0**
2) Foreign	0	0	0	0	0	0	0	0	0
NRIs- lividuals	0	0	0	0	0	0	0	0	0
Other- lividuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other….	0	0	0	0	0	0	0	0	0
o-total(A)(2):-	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

tal areholding of omoter =(A)(1)+(A)(2	**4980000**	**0**	**4980000**	**43.30**	**4980000**	**0**	**0**	**43.30**	**0**
B. Public Shareholding									
1. *Institutions*	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
-total (B)(1)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
on Institutions									
a) Bodies Corp. (i) Indian	472345	221380	693725	6.03	41043	380	41423	0.36	(5.67)
(ii)Overseas	0	0	0	0	0	0	0	0	0
b) Individuals Individual areholders ding nominal are capital o Rs. 1 lakh	705	56545	57250	0.50	5189563	56545	5246108	45.62	45.12
Individual areholders ding nominal are capital in ess of Rs 1 h	3345265	2295500	5640765	49.05	1055695	118620	1174315	10.21	(38.84)
c) Others(Spe	0	0	0	0	0	0	0	0	0

cify)									
ndu Undivided nily	125400	2860	128260	1.12	45448	2860	48308	0.42	(0.7)
aring Member	0	0	0	0	3799	0	3799	0.03	0.03
n-Resident ian (NRI)	0	0	0	0	6047	0	6047	0.05	0.05
Sub- al(B)(2)	**3943715**	**2576285**	**6520000**	**56.70**	**6341595**	**178405**	**6520000**	**56.70**	**)1)**
tal Public areholding(B) 3)(1)+(B)(2)	**3943715**	**2576285**	**6520000**	**56.70**	**6341595**	**178405**	**6520000**	**56.70**	**)1)**
hares dbyCustodian GDRs&ADRs	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Grand Total (A+B+C)	**8923715**	**2576285**	**11500000**	**100**	**11321595**	**178405**	**11500000**	**100**	**(0.01)**

ii. ***Shareholding of Promoters***

Sl.	**Shareholder's Name**	**Shareholding at the beginning of the year**			**Shareholding at the end of the year**			
		No. of ares	%of al ares of mpany	%of Shares edged/ cumber- red otal shares	No. of ares	%of total ares of the mpany	%of ares edged/ cumbered to al shares	% ange in are ding ring the ar
1	Dev Versha Publication Private Limited	2,400,000	20.87	0	2,400,000	20.87	0	0
2	Spaceship Infra Pvt Ltd (Old name Dev Versha Jatro Energy Private Limited)	2,400,000	20.87	0	2,400,000	20.87	0	0
3	Nishant Gupta	180,000	1.57	0	180,000	1.57	0	0

iii. ***Change in Promoters' Shareholding (please specify, if there is no change)***

Sl. No		**Shareholding at the beginning of the year**		**Cumulative Shareholding during the year**	
		No. Of ares	% of total hares of the	No. of ıres	% of total shares of the mpany

			company		
	At the beginning of the year	4,980,000	43.30	4,980,000	43.30
	Datewise Increase/ Decrease in Promoters Share holding during the year specifying thereasonforincrease/decrease (e.g. allotment/ transfer/bonus/sweat	-	-	-	-
	Equity etc.				
	At the end of the Year	4,980,000	43.30	4,980,000	43.30

iv. ***Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)***

Sl. No	Name of Shareholders	Shareholding at the ginning of the year		Increase/ crease in Shareholdi	Cumulative areholding during the ar	
		No. of ares at the ginning	% of total ares of the mpany	%age rease / crease	No. of shares at the end	% of total ares of the mpany
1.	FARIYAD KHAN	0	0	0	23979	0.21
2.	JAVED	0	0	0	24623	0.21
3.	NARAYAN DAS KOTHARI	0	0	0	24993	0.22
4.	PRAVEEN MISRA	0	0	0	29097	0.25
5.	RANADHEER SINGH PARMAR	0	0	0	30492	0.27
6.	SUDHIR KUMAR BANSAL	0	0	0	36427	0.32
7.	MANJIT SINGH KHANNA	0	0	0	37000	0.32
8.	SUNITA GUPTA	0	0	0	45000	0.39
9.	RAKESH KUMAR NISCHAL	0	0	0	51208	0.45
10.	SAKSHI WADHWA	98620	0.86	0	98620	0.86

v. ***Shareholding of Directors and Key Managerial Personnel***

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	**For Each of the Directors &KMP Mr. Sanjeev Kumar Jha**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	99350	0.86	99350	0.86
	Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/ transfer/ bonus/sweat equity etc):	(99350)	(0.86)	(99350)	(0.86)
	At the End of the year (or on the date of separation, if separated during the year)	0	0	0	0

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	**For Each of the Directors &KMP Mrs. Sangeeta Mukherjee**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0

	Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	0	0	0	0
	At the End of the year(or on the date of separation, if separated during the year)	0	0	0	0

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	**For Each of the Directors &KMP Mr. Sulabh Dikshit**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/ transfer/ bonus/sweat equity etc):	0	0	0	0

	At the End of the year(or on the date of separation, if separated during the year)	0	0	0	0

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	**For Each of the Directors &KMP Mrs. Pooja Suri**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease(e. g. allotment/ transfer/ bonus/sweat equity etc):	0	0	0	0
	At the End of the year(or on the date of separation, if separated during the year)	0	0	0	0

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	**For Each of the Directors &KMP Mrs. Monica Asri (CFO)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

	At the beginning of the year	0	0	0	0
	Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/ transfer/ bonus/sweat equity etc):	0	0	0	0
	At the End of the year(or on the date of separation, if separated during the year)	0	0	0	0

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	**For Each of the Directors &KMP Ms. Nimmy Singh Chauhan (Company Secretary)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Atthe beginningof theyear	0	0	0	0
	Increase/Decreasein Shareholding duringthe year specifying the reasonsfor increase/decrease(e.g. allotment/ transfer/ bonus/sweat equityetc):	0	0	0	0

	At the End of the year(or on the date of separation, if separated during the year)	0	0	0	0

II. INDEBTEDNESS **(in Lakhs)**

	Secured ans excluding posits	**Unsecured ans**	**Deposit**	**Total Indebtedness**
Indebtedness at the ginning of the financial year **(i) Principal Amount** **(ii) Interest due but not paid** **(iii) Interest accrued but not due**	 0 0 0	 603.40 0 0	 0 0 0	 603.40 0 0
Total (I+II+III)	0	603.40	0	603.40

Change in Indebtedness ring the financial year • Addition • Reduction	 9.38 0	 1584.06 0	 0 0	 1593.44 0
Net Change	0	0	0	0
Indebtedness at the end of the financial year **(i) Principal Amount** **(ii) Interest due but not paid** **(iii) Interest accrued but not due**	 9.38 0 0	 2187.46 0 0	 0 0 0	 2196.84 0 0
Total (I+II+III)	9.38	2187.46	0	2196.84

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amounts(in Lacs)

Sl. no	Particulars of Remuneration	Name of ~~MD~~/WTD/ ~~Manager~~	Total Amount
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act,1961	Sanjeev Kumar Jha NIL NIL	12.00 NIL NIL
	Stock Option	-	-

	Sweat Equity	-	-
	Commission - as % ofprofit - others,specify	-	-
	Others, please specify	-	-
	Total (A)	-	**12.00** NIL NIL NIL NIL
	Ceiling as per the Act	NIL	5%

B. Remuneration to other directors:

Amounts(in Lacs)

S.No.	Particulars of Remuneration	Name of Directors		Total Amount
		Pooja Suri	Sulabh Dikshit	
1	3 Independent Directors -Fee for attending board meeting -Commission -Others, Please specify	12	5.22	NIL
	Total (1)	12	5.22	NIL
2	Other Non Executive Directors -Fee for attending board meeting			

	-Commission -Others, Please specify	NIL	NIL	NIL
	Total(2)	NIL	NIL	NIL
3	Total (B) (1+2)	NIL	NIL	NIL
4	Total Managerial Remuneration (A + B)			29.22
5	Overall Ceiling as per the Act			11%

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Amount (in Lacs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
			Nimmy Singh Chauhan	Monica Asri	
1.	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act,1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL NIL NIL	4.20 NIL NIL	3.96 NIL NIL	8.16 NIL NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL

4.	Commission - as % of profit - others, specify…	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	4.20	3.96	8.16

VII PENALTIES/PUNISHMENT/COMPUNDING OF OFFENCES

Type	Section of the mpanies Act	Brief scription	Details of Penalty/ nishment/compounding Fees imposed	Authority IRD/NCLT/ Court	Appeal de if any e details
NIL	NIL	NIL	NIL	NIL	NIL

By Order of the Board
Sharpline Broadcast Limited

Place: New Delhi
Date: 23.08.2023

Sd/-	**Sd/-**
(Sanjeev Kumar Jha)	**(Sulabh Dikshit)**
Director	**Director**
DIN: 02840583	**DIN: 07070194**

Annexure 'C'

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OPERATING RESULTS OF THE COMPANY

During the Financial Year under consideration the performance of the Company was satisfactory. Net Profit for the year 2022-23 stood at Rs. 11.12 Lakhs as against Net Profit of Rs. 91.27 Lakhs in the year 2021-22. Furthermore, the total Revenue for the year 2022-23 is Rs. 3,148.05 Lakhs as compared to Rs. 1,551.32 revenue for the year 2021-22.

2. INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy. It is making high growth strides and is witnessing increased corporatization. The country is today producing some of the finest films based on varied subjects and winning accolades on all counts.

3. THREATS

i) With the increase in business segment, the competition has increased from Domestic and other Developed countries.

ii) Viewers no longer solely want a passive experience with a TV programme.

iii) An 'access anywhere, any time and on any platform' consumer is having a profound impact on broadcasters, content owners and post houses – and they need to radically re-think how they set up and integrate their workflows and business processes. With an explosion in content and platforms to view media on, content owners have to fight much harder for the consumer's attention.

4. PROSPECT & OUTLOOK

The management is of view that the future prospects of your company are bright and the performance in the current year is expected to be good. Television industry in India is on a transformation path. Multiple channels in each genre competing with each other for TRP, increasing pay TV penetration, expanding yet fragmented local as well as overseas viewership of Indian channels, demand for more specific content – clearly set the stage for the next level of growth and transition for players across the television value chain. Therefore, the Company needs to be cognizant of the ever-increasing demand for differentiated content. While on one hand, new digital content distribution platforms are emerging; on the other hand, new formats of entertainment - computers, mobiles and other handheld devices are gaining importance. Monetization of content through these new opportunities in existing platforms and new media platforms are going to be key focus areas for the management of the Company. This outlook is based on assessment of the current business environment. It may vary keeping in view the further economic & other developments, both in India and abroad in coming future.

5. RISKS AND CONCERNS

The Company has taken adequate preventive ad precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the Company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The Company has constituted Audit Committee for guidance and proper control of affairs of the Company.

7. HUMAN RESOURCES

Human Resources are highly valued assets at Sharpline Broadcast Limited. The Company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

By Order of the Board
Sharpline Broadcast Limited

	Sd/-	**Sd/-**
Place: New Delhi	**(Sanjeev Kumar Jha)**	**(Sulabh Dikshit)**
Date: 23.08.2023	**Director**	**Director**
	DIN: 02840583	**DIN : 07070194**

(ANNEXURE-D)

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the set of best practices. Corporate governance refers to the set of systems, principles and processes by which a Company is governed. They provide the guidelines as to how the Company can be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the Company and is also beneficial for all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management and shareholders to customers, employees and society. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The aim of "Good Corporate Governance" is to ensure commitment of the Board in managing the Company in a transparent manner for maximizing long-term value of the Company for its shareholders and protection of the rights of the shareholders and your Board of Directors are putting their best efforts to fulfill its commitment towards good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The Company's philosophy of Corporate Governance is to strengthen the investor's trust and ensures a long-term partnership that helps in achieving Company's objectives, meeting its obligations towards stakeholders, and is guided by a strong emphasis on transparency, accountability, integrity and environment responsibility.

Our Company's framework is designed to enable the Board to provide strategic guidelines for the Company the effective over-sight of management. The respective roles and responsibilities of Board Members and Senior Executives are clearly defined to facilitate accountability to Company as well as its shareholders. This ensures a balance of authority so that no single individual has unfettered powers.

Our Company has taken adequate steps to form various Committees at the Board level to focus attention on crucial issues before placing the same before the Board for consideration. These include 'Audit Committee' and 'Shareholders/Investors Grievance Committee' Independent Directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

MANDATORY REQUIREMENTS

A. BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the Company.

i) CATEGORY AND COMPOSITION

In compliance with the Listing Agreement, the Company has a balanced mix of executive, non-executive and Independent Directors. As on date of this report, the Board of Directors consists of 4 (Four) Directors: out of which 1 (Ones) are Executive Director and Three (3) are Non-Executive and Independent Directors.

The composition of Board during the year as follows:

Name of the Director	Designation	DIN	Category	No. of Meeting attended
Sanjeev Kumar Jha	Whole Time Director	02840583	Executive Director	16
Sangeeta Mukherjee	Director	02836339	Non-Executive & Independent Director	16
Pooja Suri	Director	09115153	Non-Executive & Independent Director	16
Sulabh Dikshit	Director	07070194	Non-Executive & Independent Director	14

During the year Mrs. Sangeeta Mukherjee (DIN: 02836339), Mr. Sanjeev Kumar Jha (DIN: 02840583), Mr. Sulabh Dikshit (DIN 07070194) and Mrs. Pooja Suri (DIN: 09115153) were in the board of directors.

Mr. Sanjeev Kumar Jha (DIN: 02840583), Whole Time Director of the Company, retires by rotation in the ensuing AGM and being eligible offers herself for re-appointment.

Mr. Paras Shah (DIN: 07070206), had resigned from the Board of Director on 25/05/2022. Board of directors appreciated his tenure in the Board.

Mrs. Pooja Suri (DIN: 09115153) was appointed as an Additional Independent Director of the company in the board meeting held on 25/05/2022 and was regularized as a Director of the company in the Annual General Meeting held on 15/09/2022.

ii) BOARD MEETING

The Board Meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, Board Meetings were also held whenever required.

To conduct a Board Meeting the Directors are informed by giving a Notice in advance and the agenda of Board Meeting is also dispatched with the Notice. The members of Board discussed each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. The Board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of Company.

During the 12 months period ended March, 2023, 16 (Twelve) Board Meetings were held on 19/04/2022, 11/05/2022, 25/05/2022, 28/06/2022, 14/07/2022, 10/08/2022, 17/08/2022, 02/09/2022, 18/10/2022, 10/11/2022, 16/11/2022, 14/01/2023, 25/01/2023, 10/03/2023, 13/03/2023 and 16/03/2023.

iii) Details of attendance of each Director at various meetings of the Company is as follows:

Name of the Director	Designation	Category	No. of Board Meetings Attended	Last AGM attended	Number of Directorships in other Public Companies		Number of Committee positions held in other Public Companies	
					Chairman	Member	Chairman	Member
Mrs. Sangeeta Mukherjee	Director	Non-Executive & Independent Director r	16	NO	-	-	-	-
Mr. Sanjeev Kumar Jha	Whole Time Director	Executive Director	16	YES	-	02	-	04
Mr. Sulabh Dikshit	Director	Non-Executive & Independent Director	16	YES	-	01	-	-
Mrs. Pooja Suri	Director	Non-Executive & Independent Director	14	YES	-	01	-	02

iv) Details of the Directorship of the Members of the Board in other Companies and Membership/ Details of equity shares of the Company held by the Directors as on March 31, 2023 are given below:

Name of the Director	**Category**	**Number of equity shares**
Sangeeta Mukherjee	Non-Executive & Independent Director	NIL

Sanjeev Kumar Jha	Executive Director	NIL
Pooja Suri	Non-Executive & Independent Director	NIL
Sulabh Dikshit	Non-Executive & Independent Director	NIL

v) Details on Company's familiarization programmes imparted to Independent Directors can be accessed on the website of the Company: www.sharplinebroadcast.in

DECLARATION

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

B. COMMITTEE OF DIRECTORS

AUDIT COMMITTEE:

An Audit committee is a key element in Corporate Governance process of any Company. The emergence of corporate governance, which refers to the establishment of a structural framework or reforming the existing framework to ensure the working of the Company to best serve the interest of all stakeholders, is a vital concept which has become indispensable in the present capital market state of affairs so as to safeguard the interest of stakeholders.

i) BOARD TERMS OF REFERENCE

The composition of Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulation, 2015. The terms of reference of this Committee covers the matters specified for Audit Committee under Regulation 18 of SEBI (LODR) Regulation, 2015 read with Section 177 of the Companies Act, 2013. The terms of the reference of Audit Committee include inter alia the following:

Powers of Audit Committee

i. To investigate any activity within its terms of reference.
ii. To seek information from any employee.
iii. To obtain outside legal or other professional advice.
iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Key responsibilities of Audit Committee

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

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

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

4. Reviewing, with the management, the Annual/Quarterly financial statements before submission to the Board for approval, with particular reference to:

a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of section 134(3) of the Companies Act, 2013.

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

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

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

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

f. Disclosure of any related party transactions

g. Qualifications in the draft audit report.

h. The quality and acceptability of:

i) The accounting policies and practices, including without limitation critical accounting policies and practices, all alternative accounting treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the external auditors; and

ii) Financial reporting disclosures and changes thereto, including a review of any material items of correspondence between the Company and the external auditors;

i. The extent to which the financial statements are affected by any unusual transactions or any off-balance sheet arrangements, including any guarantees to be disclosed, indemnification agreements or interests in unconsolidated special purpose entities, in the year and how they are disclosed;

j. the policies and process for identifying and assessing business risks and the management of these risks;

k. material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;

l. possible impairments of the Group's assets;

m. compliance with financial reporting standards and relevant financial and governance reporting requirements;

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

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

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

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

9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

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

11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

13. Mandatory reviews the following information:

i. Management discussion and analysis of financial condition and results of operations;
ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
iv. Internal audit reports relating to internal control weaknesses; and
v. The appointment, removal and terms of remuneration of the Chief internal auditor.

14. Overseeing the relationships with the external auditors as follows:

i. To consider the appointment of the external auditors and provide the Board with its recommendation to the shareholders on the appointment, reappointment and removal of the external auditors approve the audit engagement fees and terms and review annually their activities, findings, conclusions and recommendations. The external auditors shall report directly to the Audit Committee. The Audit Committee shall be responsible for ensuring the resolution of any disagreements between management and the external auditors regarding financial reporting;

ii. To discuss with the external auditors the nature and scope of the audit (including any significant ventures, investments or operations which are not subject to audit) and ensure co-ordination if more than one audit firm is involved;

iii. To review and monitor the independence of the external auditors and the objectivity and the effectiveness of the audit process including reviewing and monitoring the external auditors' quality control procedures and steps taken by the external auditors to respond to changes in regulatory and other requirements. This review will include a review of the experience and qualifications of the senior members of the audit team, including rotational procedures;

iv. To pre-approve the scope and extent of audit and non-audit services provided to the Group by any third party in the case of audit services and by the external auditors in the case of audit and permitted non-audit services. The Audit Committee may delegate to the Chairman of the Audit Committee(and in his absence another member) the authority to pre-approve any audit or permitted non-audit service to be provided by the external auditors provided such approvals are presented to the Audit Committee at its next scheduled meeting;

v. To consider communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that came to the auditors' attention, including a review of material items of correspondence between the Company and the external auditors; and

vi. To ensure that there are no restrictions on the scope of the statutory audit;

15. Such other function, as may be assigned by the Board of Directors from time to time or as may be stipulated under any law, rule or regulation including the Listing Agreement and the Companies Act, 2013.

THE COMPOSITION AND MEETING OF AUDIT COMMITTEE:

The Audit Committee of the Company has been constituted as per the requirements of Regulation 18 of SEBI (LODR) Regulations, 2015. Audit Committeeas on March 31, 2023 consists of Three Directors, Mrs. Pooja Suri (Non- Executive and Independent Director), Mr. Sulabh Dikshit (Non-Executive and Independent Director) and Mrs. Sangeeta Mukherjee (Non-Executive and Independent Director). The Constitution of Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013.

During the Financial year 2022-23, Mr. Paras Shah (Non-Executive and Independent Director), had resigned on w.e.f. 25/05/2022 & Mrs. Pooja Suri (Non-Executive and Independent Director) was appointed in his place.

The Chairman of the Committee is Mrs. Sangeeta Mukherjee, a Non-Executive and Independent Director nominated by the Board.

The Statutory Auditors and Internal Auditors are also the invitee to the meetings.

The Composition of Audit Committee is as follows

Name of the Director	Category	Number of meetings during the financial year 2022 -23	
		Held	
Mrs. Sangeeta Mukherjee	Non – Executive & Independent Director	4	4
Mr. Paras Shah	Non – Executive & Independent Director	1	1
Mr. Sulabh Dikshit	Non – Executive & Independent Director	4	3
Mrs. Pooja Suri	Non – Executive & Independent Director	3	3

During the year under review, the Committee met Four times on 25/05/2022, 10/08/2022, 10/11/2022 and 25/01/2023. The gap between two meetings did not exceed four months. Constitution of Audit Committee and other related information as on 31st March, 2023 are as under:

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:

Terms of Reference

The broad terms of reference includes the following:

- Redressal of shareholder and investor complaints including, but not limiting itself. to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc., and
- Monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company.

Composition, meetings and attendance

In compliance with the SEBI (LODR) Regulations requirements and provisions of the Companies Act, 2013, the Company has constituted an Investor Grievance Committee consisting of majority of Non-Executive Independent Directors. As on 31st March 2023, Committee consists of Three Directors, namely Mrs. Pooja Suri (Non- Executive and Independent Director), Mr. Sulabh Dikshit (Non-Executive and Independent Director) and Mrs. Sangeeta Mukherjee (Non-Executive and Independent Director).

During the Financial year 2022-23, Mr. Paras Shah (Non-Executive and Independent Director), had resigned on w.e.f. 25/05/2022 & Mrs. Pooja Suri (Non-Executive and Independent Director) was appointed in his place.

The Chairman of the Committee is Mrs. Sangeeta Mukherjee, a Non-Executive and Independent Director nominated by the Board.

During the year under review, the Committee met Four times on 19/04/2022, 14/07/2022, 18/10/2022 and 14/01/2023.

Details of attendance of each member of Shareholders/ Investors Grievance Committee meetings of the Company are as follows:

Name of the Director	Designation	Category	No. of Meeting attended
Mrs. Sangeeta Mukherjee	Director	Non – Executive & Independent Director	4

Mrs. Pooja Suri	Director	Non – Executive & Independent Director	1
Mr. Sulabh Dikshit	Director	Non – Executive & Independent Director	4
Mrs. Pooja Suri	Director	Non – Executive & Independent Director	3

Share Transfers are processed and duly approved by the committee. Investor's Grievances are placed before the committee. There were no investors complaints pending at the end of the financial year ended on 31.03.2023.

The roles and responsibilities of Shareholders/ Investors Grievances Committee are as follows:

Role and Responsibilities

The role of Shareholders/ Investors Grievances Committee includes the review of following:

- To monitor the process of expeditious transfer of shares or debentures.
- To monitor and review the shareholders complaints related to transfer of shares, non- receipt of Balance Sheet, non-receipt of declared dividends.
- To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.
- To investigate any activity and seek information from any employee of the Company, in discharging its duties.
- To obtain outside legal or professional services, if consider necessary.
- To fix the record date for the purposes as required under the Companies act and/or listing agreement.
- To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.
- Any other powers which are specifically delegated by the Board from time to time.

NOMINATION AND REMUNERATION COMMITTEE

The Board constituted a Nomination and Remuneration Committee on pursuant to Regulation 19 of SEBI (LODR) Regulations, 2015. The role, term of reference, authority and powers of the Nomination and Remuneration Committee are in conformity with the requirements of the Companies Act, 2013 and listing agreement.

Roles and Responsibilities of the Committee:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.

- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

COMPOSITION, MEETING AND ATTENDANCE OF COMMITTEE:

As on March 31, 2023 committee consists of Three Directors, Mrs. Pooja Suri (Non- Executive and Independent Director), Mr. Sulabh Dikshit (Non-Executive and Independent Director) and Mrs. Sangeeta Mukherjee (Non-Executive and Independent Director).

During the Financial year 2022-23, Mr. Paras Shah (Non-Executive and Independent Director), had resigned on w.e.f. 25/05/2022 & Mrs. Pooja Suri (Non-Executive and Independent Director) was appointed in his place.

The Chairman of the Committee is Mrs. Sangeeta Mukherjee, a Non-Executive and Independent Director nominated by the Board.

During the year under review, the Committee met three times on 25/05/2022 and 17/08/2022.

Details of attendance of each member of Nomination and Remuneration Committee meetings of the Company are as follows:

Name of the Director	Designation	Category	No. of Meeting attended
Mrs. Sangeeta Mukherjee	Director	Non – Executive & Independent Director	1
Mr. Paras Shah	Director	Non – Executive & Independent Director	2
Mr. Sulabh Dikshit	Director	Non – Executive & Independent Director	2
Mrs. Pooja Suri	Director	Non – Executive & Independent Director	2

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTOR

Independent directors have three key roles- governance, control and guidance. Some of the performance indicators based on which the Independent directors are evaluated include:

i) The ability to contribute and monitor our Corporate Governance practices.
ii) The ability to contribute by introducing best practices to address business challenges and risks.
iii) Active participation in long term strategic planning
iv) Commitment to the fulfillment of a Directors' obligations and fiduciary responsibilities; these

include participation in Board and Committee Meetings.

(IV) NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

(i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
(ii) Chief Financial Officer;
(iii) Company Secretary; and
(iv) such other officer as may be prescribed.

"Senior Managerial Personnel" means the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

Objective

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:
- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.

- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Appointment and Removal of Director, Key Managerial Personnel and Senior Management

(a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/her appointment, as per Company's requirements.

(b) A person should possess adequate qualification, expertise and experience w.r.t. the position for which his/her appointment is considered. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

(c) The Company shall not appoint or continue the employment of any person as its Managing Director, Whole-time Director or Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

Term/Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiration of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Evaluation

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

Removal

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and in compliance of the Companies Act, 2013, rules and regulations made there under and the policy of the Company.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company in compliance with the provisions of the Act.

Policy for Remuneration To Directors/KMP/Senior Management Personnel

(1) Remuneration to Managing Director/ Whole-time Directors:

(a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors/ Manager etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

(b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

(2) Remuneration to Non- Executive/ Independent Directors:

(a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
(b) All the remuneration of the Non- Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
(c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
(d) Any remuneration paid to Non- Executive /Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as the professional; and
ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

(3) Remuneration to Key Managerial Personnel and Senior Management:

(a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013.
(b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
(c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

Implementation

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate. The Committee may delegate any of its powers to one or more of its members.

(V) GENERAL BODY MEETING

Location and time for the last 3 AGMs were as follows:-

Particulars	FY 2019-2020	FY 2019-2020	FY 2020-2021
Date and time	28th September, 2020, at 04:00 P.M.	29th September, 2021, at 04:00 P.M.	15thSeptember, 2022 at 12:00 P.M.
Venue	No Physical Venue held for AGM, AGM held through Video Conference (VC)/ Other Audit Visual Mean (OAVM)	37th, Second floor Rani Jhansi Road Motia Khan, Paharjanj, New delhi - 110055	No Physical Venue held for AGM, AGM held through Video Conference (VC)/ Other Audit Visual Mean (OAVM)
Special Resolution	No	No	Yes

1 Extra-Ordinary General Meetings on dated 15/12/2022 was held during the FY 2022-23.

(i) Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern.

During the year under review, no special resolution has been passed through the exercise of postal ballot.

(ii) Details of special resolution proposed to be conducted through postal ballot:

No special resolution is proposed to be conducted through postal ballot at the AGM to be held on September

21st, 2023.

(VI) MEANS OF COMMUNICATIONS

The quarterly, half-yearly and annual results of the Company are generally published in newspapers in India which include “The Financial Express” (English) and “Jansatta” (Hindi). The results are also displayed on the Company’s website “www.sharplinebroadcast.in”.

(VII) OTHER DISCLOSURES

(i) Related party transactions

The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the Company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

The board has approved a policy for related party transactions which has been uploaded on the Company’s website at the following link-
www.sharplinebroadcast.in

(i) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the year i.e. 2022-23 : **Nil**

(ii) The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations and Companies Act 2013 for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link-
www.sharplinebroadcast.in

(iii) Material Subsidiary Companies:

The Company does not have any material subsidiary companies.

(iv) Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

(v) Code of Conduct:

The Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well and the same has been posted on Website of the

Company. Annual Compliance Report for the year ended 31st March, 2023 has been received from all the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as annexure to this report.

(vi) Risk Management

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

(vii) Statutory Disclosures

No transactions of material nature have been entered into by the Company with any of the promoters, Directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company. The Company has not been penalized, nor have any strictures been passed by the Stock Exchanges, SEBI.

(VIII) GENERAL SHAREHOLDER INFORMATION

(i) Annual General Meeting for FY 2022-2023

Date: 21st September, 2023 Time: 12:30 P.M.through video conferencing (VS)/ other audio visual means (OAVM)

(ii) Financial Calendar (Tentative)

Financial Year : 1st April to 31st March
AGM in : September

(iii)Date of Book Closure:

The Book Closure date is 12th September, 2023 to 20th September, 2023.

(iv) Listing on Stock Exchanges

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Metropolitan Stock Exchange of India Limited,
205(A), 2nd floor, Piramal Agastya Corporate Park,
Kamani Junction, LBS Road, Kurla (West),
Mumbai-400070

(v) Stock Codes/Symbol:
12222 (BSE) & SHARPLINE (MSEI)

Listing Fees as applicable have been paid for F.Y. 2022-23.

(vi) Corporate Identification Number: L22100DL1990PLC039464

(vii) Registrars and Transfer Agents:

M/s Skyline Financial Services Private Limited
D-153A, 1st Floor,
Okhla Industrial Area, Phase-I,
New Delhi-110020
Contact No.: 011-40450193-97

(viii) Places for acceptance of documents:

M/s Skyline Financial Services Private Limited
D-153A, 1st Floor,
Okhla Industrial Area, Phase-I,
New Delhi-110020

(ix) Share Transfer System:

In order to expedite the process of shares transfers, the Board has appointed Skyline Financial Services Private Limited as Share Transfer Agent and registrar of the Company. The transfer agent will generally attend to the transfer formalities once in a fortnight and operate subject to the overall supervision of the Shareholders/ Investors Grievances Committee.

In compliance with the Listing Guidelines, every six months, the Share Transfer System is audited by Company Secretary in Practice and a certificate to that effect is issued by them.

(X) Shareholding as on March 31, 2023:

(a) Distribution of Shareholding as on March 31, 2023:

Share or ~~Debenture~~ holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
(Rs.)			**(Rs.)**	
1	0	0	0	0
Up To 5,000	15799	98.93	4569782	39.75
5001 To 10,000	105	0.65	743903	6.47
10001 To 20,000	44	0.27	622823	5.41
20001 To 30,000	12	0.08	284745	2.48
30001 To 40,000	3	0.02	103919	0.90

40001 To 50,000	1	0.01	45000	0.39
50001 To 1,00,000	2	0.02	149828	1.30
1,00,000 and Above	3	0.02	4980000	43.30
Total	**15969**	100	115000000	100

(b)Categories of equity shareholders as on March 31, 2023:

Category	**Total No. of Shares**	**Percentage**
Promoter		
a) Indian	49,80,000	49.8
b) Foreign	-	-
Public		
a) Institutional Shareholding	-	-
b) General Public	65,20,000	50.2

(C) Top ten equity shareholders of the Company as on March 31, 2023:

Sr. No	**Name of Shareholder**	**Number of Share Held**	**% of Holding**
1	FARIYAD KHAN	23979	0.21
2	JAVED	24623	0.21
3	NARAYAN DAS KOTHARI	24993	0.22
4	PRAVEEN MISRA	29097	0.25
5	RANADHEER SINGH PARMAR	30492	0.27
6	SUDHIR KUMAR BANSAL	36427	0.32
7	MANJIT SINGH KHANNA	37000	0.32
8	SUNITA GUPTA	45000	0.39
9	RAKESH KUMAR NISCHAL	51208	0.45
10	SAKSHI WADHWA	98620	0.86

(IX) DEMATERIALISATION OF SHARES AND LIQUIDITY

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to the stock exchange. To enable that shareholders have an easy access to the Demat system, the Company has executed agreements with both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has appointed M/s Skyline Financial Services Private Limited, Registrar for the purpose of electronic connectivity as well as for physical mode of transfer of shares.

ISIN for Demat: INE647W01014

(X) ADDRESS FOR CORRESPONDENCE

Sharpline Broadcast Limited
37, Second Floor, Rani Jhansi Road,
Motia Khan, Paharganj, Delhi- 110055
Email ID: sharplinebroadcastlimited@gmail.com,
Website:www.sharplinebroadcast.in
Phone:91-11-23552627

SHARPLINE BROADCAST LIMITED

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

Email: sharplinebroadcastlimited@gmail.com, Website: www.sharplinebroadcast.in

CIN No.L22100DL1990PLC039464

CERTIFICATE ON OF CORPORATE GOVERNANCE

The Members of
SHARPLINE BROADCAST LIMITED

We have examined the compliance of conditions of Corporate Governance by **SHARPLINE BROADCAST LIMITED** for the year ended on March 31, 2023 as stipulated in SEBI (LODR) Regulations 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Investors Grievance Committee.

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

For V Kumar and Associstes
Company Secretary in Pratice

Place: New Delhi
Dated: 23.08.2023

Sd/-
(VIVEK KUMAR)
FCS: 8976
COP: 10438
UDIN: F008976E000849508

CHIEF EXECUTIVE OFFICER (CEO)/ CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

I, Mrs. Monica Asri, CFO of the Sharpline Broadcast Limited, to the best of my knowledge and belief hereby certify that:

(a) I have reviewed financial statements and the cash flow statements for the year and to the best of my knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operation of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit Committee:

(i) Significant changes in the internal control over financial reporting during the year under reference;
(ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
(iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board of Directors
Sharpline Broadcast Limited

Sd/-

Place: New Delhi **(MONICA ASRI)**
Date: 23.08.2023 **CFO**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
SHARPLINE BROADCAST LIMITED
37th Second Floor, Rani Jhansi Road Motia khan,
Paharganj Delhi 110055 IN

We have examined the relevant registers, records, forms, returns and disclosures received from directors of **SHARPLINE BROADCAST LIMITED** having CIN: L22100DL1990PLC039464 and having registered office at 37th Second Floor, Rani Jhansi Road Motia khan, Paharganj Delhi 110055 IN (hereinafter referred to as "the Company") produced before us by the Company for the purpose of issuing this certificate, in accordance with regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company and its officers and representation given by the management we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	DIN	Name of Director	Date of Appointment in Company
1	02836339	Sangeeta Mukherjee	10/04/2015
2	02840583	Sanjeev Kumar Jha	01/10/2015
3	07070194	Sulabh Dikshit	10/04/2015
4	09115153	Pooja Suri	25/05/2022

It is solemnly the responsibility of Directors to submit relevant declarations and disclosures with complete and accurate information in compliance with the relevant provisions. Further, ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V Kumar and Associates
Company Secretary In Practice

Sd/-
(VIVEK KUMAR)
FCS: 8976
COP : 10438
UDIN:F008976E000849563

Place: New Delhi
Dated: 23.08.2023

SHARPLINE BROADCAST LIMITED

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

Email: sharplinebroadcastlimited@gmail.com, Website: www.sharplinebroadcast.in

CIN No.L22100DL1990PLC039464

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. The Code of Conduct as adopted is available on the Company's website. I confirm that the Company has in respect of the Financial Year ended March 31, 2023, received from the senior management team of the Company and the Members of the Board, a declaration of compliance with the code of conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the President, Sr. Vice Presidents and Vice President Cadre as on March 31, 2023.

SD/-

Sanjeev Kumar Jha
Director
DIN: 02840583

Date: 23.08.2023
Place: New Delhi

ANNEXURE-E

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Sharpline Broadcast Limited
37th Second Floor, Rani Jhansi Road Motia khan, Paharganj, Delhi-110055

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

Based on our verification of the **Sharpline Broadcast Limited** books, papers, 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 **31st March, 2023** 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, minute books, forms and returns filed and other records maintained by **Sharpline Broadcast Limited** ("the Company") for the financial year ended on **31st March, 2023** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, and
h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

a. Secretarial Standards issued by The Institute of Company Secretaries of India
b. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
c. Equity Listing Agreement up to the extent applicable.

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:

Since, The Company's management has not charged interest on loans and advances made to individuals Hence Company is not in compliance with section 186(7) of the Companies Act, 2013.

Company has also not taken EPF and ESI registration.

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. There were no changes in the composition of the Board of Directors under review 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, 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.

Date: - 23.08.2023 **Sd/-**
Place: - New Delhi **V Kumar and Associates**
FCS No: - 8976
CP No: - 10438
UDIN: F008976E000849521

This report is to be read with our letter of even date which is annexed as **'Annexure- I'** and form part of an integral part of this report.

Annexure- I

To,
The Members,
Sharpline Broadcast Limited
37th Second Floor, Rani Jhansi Road Motia khan, Paharganj, Delhi-110055

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.

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

3. We have not verified the correctness and appropriateness of financial records and books of the 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.

Date: 23.08.2023
Place: New Delhi

Sd/-
V Kumar and Associates
FCS No: - 8976
CP No: - 10438
UDIN: F008976E000849521

INDEPENDENT AUDITOR'S REPORT

To the Members of
SHARPLINE BROADCAST LIMITED
Report on the Audit of the Standalone Ind AS Financial Statements

Qualified Opinion

We have audited the standalone financial statements of **SHARPLINE BROADCAST LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss, and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as 31st March 2023 and profit/loss, and its cash flows for the year ended on that date.

Basis for Qualified Opinion

The Company is required to obtain EPF and ESI registration, the same has not been taken by the company.

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Emphasis of Matter

We draw attention to Note 13 of the financial statements, which describes that the company is of the view that Non-current Investment amounting Rs. 1,36,87,968 belonging to investment in Equity Shares of listed companies is non-recoverable and thus requires to be written off during the year.

Responsibilities of Management and Those Charged with Governance for the Ind-AS Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

• Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

• Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

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

   e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023, from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

   g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. The Company has not declared or paid any dividend during the year.

For & on Behalf of
BAS & CO. LLP
Chartered Accountant
FRN 323347E/E300008

Sd/-
(CA Ritika Agarwal)
M. No: 527731
UDIN: 23527731BGUAXL5662
Date: 10-05-2023
Place: New Delhi

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" section of our report to the Members of 'Sharpline Broadcast Limited' of even date)

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

We have audited the internal financial controls over financial reporting of Sharpline Broadcast Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.
Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the

assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on

Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For & on Behalf of
BAS & CO. LLP
Chartered Accountant
FRN 323347E/E300008

Sd/-
(CA Ritika Agarwal)
M. No: 527731
UDIN: 23527731BGUAXL5662
Date: 10.05.2023
Place: New Delhi

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under Report on Other Legal and Regulatory Requirements 'section of our report to the Members of SHARPLINE BROADCAST LIMITED of even date)

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".
We report that:

1) In respect of its Property, Plant and Equipment and Intangible Assets,

   a) The company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment. The company does not have any Intangible assets.

   b) As explained to us, Property Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

   c) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (except properties which are leased by the company with duly executed lease agreements in the company's favour) disclosed in the financial statements are held in the name of the company.

   d) The company has not revalued its Property, Plant and Equipment during the year.

   e) There is no proceeding initiated against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2) In respect of its Inventories

   a) As explained to us & on the basis of the records examined by us, in our opinion, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.

   b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned during any point of time of the year, working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

3) In respect of loans, secured or unsecured, granted to the parties:

i. According to the information and explanations given to us, the Company has granted unsecured loan to following parties: -

Clause 3(i):Loans & Advances **(Amounts are in Lakhs)**

Particulars	**Guarantees**	**Security**	**Loans**	**Advances in nature of loans**
Aggregate amount granted/ provided during the year				
Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	-	2281.60
Balance outstanding as at balance sheet date in respect of above cases				
Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	-	1534.56

ii. The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company’s interest.

iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest. The company has taken reasonable step to recovery of the principal amount, wherever applicable.

iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, since the term of arrangement do not stipulate any repayment schedule we are unable to comment whether the amount is overdue or not.

v. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

vi. Loans and advances are granted by the company without specifying any terms or period of repayment as follows:

Clause 3(vi): (Amounts are in Lakhs)

	Other Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans			
- Repayable on demand (A)	-	-	-
- Agreement does not specify any terms or period of repayment (B)	2169.84	-	111.75
- Agreement specify any terms or period of repayment (C)	-	-	-
Total (A+B+C)	2169.84	-	111.75
Percentage of loans/ advances in nature of loans to the total loans	95.10%	-	4.90%

4) According to the information and explanations given to us and on the basis of our examination of the records, in respect of loans, investment, gurantees, and security, provisions of our section 185 and 186 of the Companies Act, 2013 have been complied with except **non-charging of interest on the loans.**

5) The company has not accepted any deposits or amounts which are deemed to be deposits from the public covered under sections 73 to 76 of the Companies Act. According to information and explanation provided to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.

6) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.

7) In respect of statutory dues: -

i. According to the records of the company, undisputed statutory dues including Goods and Services Tax, Investor Education and Protection Fund, Sales-tax, Service Tax, Goods and Service tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities.**The Company's management has not taken registration for ESI (Employee's Sate Insurance) & EPF (Employer's Provident Fund) and has defaulted in their payments thereof**.
According to the information and explanations given to us there were no outstanding statutory dues as on 31st March 2023 for a period of more than six months from the date they became payable.

ii. According to the information and explanations given to us, no dues were required to be deposited on account of any dispute with income tax or Goods and Services Tax or sales tax or service tax or duty of customs or duty of excise or value added tax. Therefore, this sub-clause is not applicable for this company;

8) There are no transactions which are not recorded in the books of account but have been surrendered or disclosed as income during the year before the income tax authorities under the Income Tax Act,1961.

9)

(i) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(ii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been declared a willful defaulter by any bank or financial institution or other lender;

(iii) Acccording to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(iv) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the company.

(v) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(vi) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

10)

(i) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) ; therefore, this clause is not applicable.

(ii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

11)

(i) According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

(ii) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(iii) There was no whistle blower complaint received by the company during the year, therefore this clause is not applicable.

12) The company is not a Nidhi Company. Therefore, this clause is not applicable to the company.

13) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.

14) In respect of Internal Audit System;

   (i) Based on information and explanations provided to us and our audit procedures, the company has an internal audit system commensurate with the size and nature of its business.
   (ii) We have considered the internal audit reports of the company issued till date for the period under audit.

15) The company has not entered into non-cash transactions with directors or persons connected with him.

16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence the provisions of this clause are not applicable to the company.

17) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year. Amount of cash loss during current financial year and in the immediately preceding financial.

18) There has been no resignation of any statutory auditors during the year.

19) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

20) The provisions of section 135 of the Companies Act are not applicable on the company.
Hence the company has no obligations under Corporate Social Responsibility.

21) The Company is not required to prepare Consolidated Financial Statement; hence this clause is not applicable.

For & on Behalf of
BAS & CO. LLP
Chartered Accountant
FRN 323347E/E300008

Sd/-
(CA Ritika Agarwal)
M. No: 527731
UDIN: 23527731BGUAXL5662
Date: 10.05.2023
Place: New Delhi

SHARPLINE BROADCAST LIMITED

CIN: L22100DL1990PLC039464

Balance Sheet as at 31 March, 2023

(All amounts are in Lakhs, except as otherwise stated)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	11	118.47	2.58
(b) Financial assets			
(i) Investments	12	757.97	349.88
(ii) Loans	13	424.28	-
(iii) Other financial assets	14	5.50	10.97
(c) Deferred tax assets (Net)	15	3.62	0.44
		1,309.84	**363.87**
Current assets			
(a) Inventories	16	-	3.89
(b) Financial assets			
(i) Trade receivables	17	792.68	495.22
(ii) Cash and cash equivalents	18	41.58	18.18
(iii) Loans and Advances	19	1,488.33	889.45
(c) Other current assets	20	907.98	409.57
		3,230.58	**1,816.32**
TOTAL		**4,540.42**	**2,180.19**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	3	1,150.00	1,150.00
Other equity	4	220.01	92.74
		1,370.01	**1,242.74**
Liabilties			
Non-Current Liabilities			
(a) Financial liabilities			
(i) Loan	5	64.77	-
(ii) Other Financial Liabilities	6	124.96	-
		189.72	-
Current Liabilities			
(a) Financial liabilities			
(i) Trade payables	7	459.54	169.23
(ii) Borrowings	8	2,196.84	603.40
(b) Other current liabilities	9	208.74	142.82
(c) Provisions	10	115.57	22.01
		2,980.69	**937.45**
TOTAL		**4,540.42**	**2,180.19**

Refer accompanying Note nos. 1 to 27 forming part of the financial statements

Signed In terms of our report attached.
For & on behalf of
BAS & Co. LLP
Chartered Accountants
FRN .: 323347E/E300008

For and on behalf of the Board of Directors

Sd/-
(Sulabh Dikshit)
Director
DIN-07070194

Sd/-
(Sanjeev Kumar Jha)
Director
DIN-02840583

Sd/-
(CA Ritika Agarwal)
Designated Partner
M. No. 527731
Place : New Delhi
Date : 10-05-2023
UDIN:- 23527731BGUAXL5662

Sd/-
(Nimmy Singh Chauhan)
Company Secretary
M.No. 65697

SHARPLINE BROADCAST LIMITED

CIN: L22100DL1990PLC039464

Statement of Profit and Loss for the year ended March 31, 2022

(All amounts are in Lakhs, except as otherwise stated)

	Particulars	Note No.	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
I	Revenue from operations	21	3,139.84	1,534.65
II	Other income	22	8.21	16.67
III	**Total income (I + II)**		**3,148.05**	**1,551.32**
IV	**Expenses:**			
	Purchase of stock-in-trade	23	-	-
	Change in inventories of finished goods, stock-in-trade and work in progress	16	3.89	-
	Employee benefits expense	24	357.19	158.60
	Finance Cost	25	4.11	-
	Depreciation and amortisation expense	11	34.66	0.68
	Other expenses	26	2,677.08	1,300.77
	Total expenses		**3,076.93**	**1,460.05**
V	**Profit/(loss) before exceptional item and tax (III-IV)**		71.12	91.27
VI	Exceptional item			-
	Prior Period Expenses		60.00	
VII	**Profit/(loss) before tax (V-VI)**		**11.12**	**91.27**
VIII	Tax expense/(credit):			
	Current tax		59.12	23.48
	Deferred tax		-3.18	-0.44
	Excess/ Short Provision relating earlier year tax		-0.07	
IX	**Profit/(loss) for the year (VII-VIII)**		**-44.74**	**68.23**
X	**Other Comprehensive income/(loss)**			
	Item that will not be subsequently reclassified to profit or loss			
	(a) Re-measurement gains/(losses) on defined benefit obligations		224.30	**162.96**
	(b) Income tax effect		-56.45	**-41.01**
	Item that may be subsequently reclassified to profit or loss:			
	(a) Cash flow hedges		-	-
	(b) Income tax effect		-	-
	Total Other Comprehensive income/(loss) for the year		**167.85**	**121.95**
XI	**Total Comprehensive income/(loss) for the year**		**123.11**	**190.17**
XII	**Earnings/(loss) per equity share (of Rs. 10/- each)**			
	Basic and Diluted (in Rs. per share)	27	**-0.39**	**0.59**

Refer accompanying Note nos. 1 to 27 forming part of the financial statements

Signed In terms of our report attached.

For & on behalf of
BAS & Co. LLP
Chartered Accountants
FRN .: 323347E/E300008

Sd/-
(CA Ritika Agarwal)
Designated Partner
M. No. 527731
Place : New Delhi
Date : 10-05-2023
UDIN:- 23527731BGUAXL5662

For and on behalf of the Board of Directors

Sd/-
(Sulabh Dikshit)
Director
DIN-07070194

Sd/-
(Sanjeev Kumar Jha)
Director
DIN-02840583

Sd/-
(Nimmy Singh Chauhan)
Company Secretary
M.No. 65697

SHARPLINE BROADCAST LIMITED
CIN: L22100DL1990PLC039464
Cash Flow Statement for the year ended March 31, 2023

(All amounts are in Lakhs, except as otherwise stated)

	Particulars	31.03.2023		31.03.2022	
A.	**Cash flow from operating activities**				
	Profit/(Loss) before tax		11.12		91.27
	Interest received		-3.27		-16.25
	Depreciation		34.66		0.68
	Other income		-1.13		-0.42
	Non Current Investment W/o		136.88		
	Operating profit before working capital changes		178.26		75.27
	(Increase)/Decrease in Loans & advances	-598.88		-88.55	
	(Increase)/Decrease in Inventories	3.89		-	
	(Increase)/Decrease in Trade receivables	-297.46		-325.30	
	(Increase)/Decrease in other current assets	-498.41		-399.51	
	Increase/(Decrease) in Short term borrowings	1,593.44		603.40	
	Increase/(Decrease) in Other current liabilities	65.92		94.13	
	Increase/Decrease in Trade payables	290.31		-52.90	
	Increase/Decrease in provision	-26.46		17.15	
	Direct Taxes paid	-	532.43	-3.36	-154.95
	Cash flow generation from operations		710.69		-79.67
	Finance charges		-		-
	Net cash used in operating activities (A)		**710.69**		**-79.67**
B.	**Cash flow from investing activities**				
	Payment for purchase of Tangible assets		-150.54		-2.64
	Interest received		3.27		16.25
	Other income		1.13		0.42
	Net cash flow from investing activities (B)		**-146.15**		**14.03**
C.	**Cash flow from financing activities**				
	Increase /(Decrease) in borrowings		64.77		-
	(Increase) /Decrease in Investment		-312.05		
	(Increase) /Decrease in Loans		-418.81		
	Increase /(Decrease) in Security Deposit		124.96		
	Net cash flow from financing activities (C)		**-541.14**		-
	Net increase /(decrease) in cash & cash equivalents (A+B+C)		**23.40**		**-65.64**
	Cash and cash equivalents				
	Beginning of the year		18.18		83.82
	End of the year		**41.58**		**18.18**

Refer accompanying Note nos. 1 to 27 forming part of the financial statements

Signed In terms of our report attached.

For & on behalf of
BAS & Co. LLP
Chartered Accountants
FRN .: 323347E/E300008

Sd/-
(CA Ritika Agarwal)
Designated Partner
M. No. 527731
Place : New Delhi
Date : 10-05-2023
UDIN:- 23527731BGUAXL5662

For and on behalf of the Board of Directors

Sd/-	Sd/-
(Sulabh Dikshit)	**(Sanjeev Kumar Jha)**
Director	**Director**
DIN-07070194	**DIN-02840583**

Sd/-
(Nimmy Singh Chauhan)
Company Secretary
M.No. 65697

SHARPLINE BROADCAST LIMITED

Notes forming part of the financial statements

(All amounts are in Lakhs, except as otherwise stated)

Note 3 Share capital

(i) Particulars of shares capital -Authorised, Issued and Subscribed

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares	Amount(Rs.)	Number of shares	Amount(Rs.)
(a) Authorised				
Equity shares of Rs.10/- each	1,15,00,000.00	1,150.00	1,15,00,000.00	1,150.00
(b) Issued				
Equity shares of Rs.10/- each	1,15,00,000.00	1,150.00	1,15,00,000.00	1,150.00
(c) Subscribed and fully paid up				
Equity shares of Rs.10/- each	1,15,00,000.00	1,150.00	1,15,00,000.00	1,150.00

(ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	Closing Balance
Equity shares with voting rights				
Year ended 31 March, 2023				
- Number of shares	1,15,00,000.00	-	-	1,15,00,000.00
- Amount (Rs.)	1,150.00	-	-	1,150.00
Year ended 31 March, 2022				
- Number of shares	1,15,00,000.00	-	-	1,15,00,000.00
- Amount (Rs.)	1,150.00	-	-	1,150.00

(iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Dev Versha Publication Private Limited	24,00,000.00	20.87%	24,00,000.00	20.87%
Spaceship Infra Private Limited	24,00,000.00	20.87%	24,00,000.00	20.87%
TOTAL	**48,00,000.00**	**41.74%**	**48,00,000.00**	**41.74%**

(iii) Details of Promoter Shareholding as on 31.03.2023

Class of shares / Name of shareholder	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares held	% share holding	Number of shares held	% share holding
Equity shares with voting rights				
Dev Versha Publication Private Limited	24,00,000.00	20.87%	24,00,000.00	20.87%
Spaceship Infra Private Limited	24,00,000.00	20.87%	24,00,000.00	20.87%
Nishant Gupa	1,80,000.00	1.57%	1,80,000.00	1.57%
TOTAL	**49,80,000.00**	**43.30%**	**49,80,000.00**	**43.30%**

SHARPLINE BROADCAST LIMITED

CIN: L22100DL1990PLC039464

Statement of Changes in Equity for the Financial Year ending on 31st March 2023

(All amounts are in Lakhs, except as otherwise stated)

Note 3 Equity Share Capital
For the Year ending on 31st March 2023

Balances as on 01st April 2022	Changes in Equity Share Capital During the Year	Balance as on 31st March 2023
1,150.00	-	1,150.00

Balances as on 01st April 2021	Changes in Equity Share Capital During the Year	Balance as on 31st March 2022
1,150.00	-	1,150.00

Note 4 Reserve and Surplus

B. Other Equity
Statement of Change of Equity for the year ending on 31st March 2023

		Reserve and Surplus			Other Comprehensive Income	
Particulars	Securities Premium	General Reserve	Capital Reserve	Retained Earnings	Actual Gain/ (Loss)	Total
Balance at the beginning of April 1, 2022	-	-	-	-18.80	111.54	92.74
Premium on shares issued during the year	-	-	-	-	-	-
Share issue costs	-	-	-	-	-	-
Investment in Associate Company	-	-	4.16	-	-	4.16
ESOP compensation expense	-	-	-	-	-	-
Equity instruments of other entity	-	-	-	-	167.85	167.85
Total comprehensive income for the year	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-44.74	-	-44.74
Redemption of Preference shares-CRR	-	-	-	-	-	-
Provision for Interim dividend	-	-	-	-	-	-
Balance at the end of March 31, 2023	-	-	4.16	-63.54	279.39	220.01

Statement of Change of Equity for the year ending on 31st March 2022

	Reserve and Surplus				Other Comprehensive Income	
Particulars	Securities Premium	General Reserve	Capital Redemption Reserve	Retained Earnings	Actual Gain/ (Loss)	Total
Balance at the beginning of April 1, 2021	-	-	-	-87.03	-10.41	-97.44
Premium on shares issued during the year	-	-	-	-	-	-
Share issue costs	-	-	-	-	-	-
ESOP compensation expense	-	-	-	-	-	-
Equity instruments of other entity	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	121.95	121.95
Transfer to retained earnings	-	-	-	68.23	-	68.23
Redemption of Preference shares-CRR	-	-	-	-	-	-
Provision for Interim dividend	-	-	-	-	-	-
Balance at the end of March 31, 2022	-	-	-	-18.80	111.54	92.74

Notes forming part of the financial statements

(All amounts are in Lakhs, except as otherwise stated)

5.Non-Current Liabilties- Loans

Particulars	31.03.2023	31.03.2022
Secured Loans		
Auto Loan- Bank of India	64.77	-
Total	**64.77**	**-**

6.Non-Current Liabilties- Other Financial Liabilities

Particulars	31.03.2023	31.03.2022
Other Financial Liabilities		
Security Deposit	124.96	-
Total	**124.96**	**-**

7. Financial Liabilities - Current :Trade Payables

Particulars	31.03.2023	31.03.2022
Unsecured, considered good	459.54	169.23
Total	**459.54**	**169.23**

Trade Payable Ageing Schedules

Particular	31.03.2023	31.03.2022
(i) MSME		
Less than 1 Yrs	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Yrs	-	-
Total	-	-
(ii) Others		
Less than 1 Yrs	441.00	168.74
1-2 Years	2.02	0.48
2-3 Years	16.52	-
More than 3 Yrs	-	-
Total	**459.54**	**169.23**
(iii) Disputed Dues-MSME		
Less than 1 Yrs	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Yrs	-	-
Total	-	-
(iv) Disputed- Others		
Less than 1 Yrs	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Yrs	-	-
Total	-	-
Total Trade Payables	**459.54**	**169.23**

(All amounts are in Lakhs, except as otherwise stated)

8. Short Term Borrowings

Particulars	31.03.2023	31.03.2022
Secured Loans		
Auto Loan- Bank of India	9.38	-
Unsecured- Associates Company		
Naman Broadcasting and Telecommunication Pvt Ltd	253.56	-
Unsecured- Others	1,933.90	603.40
Total	**2,196.84**	**603.40**

9. Other current liabilities

Particulars	31.03.2023	31.03.2022
Unsecured, considered good		
(a) Expenses payable	56.09	115.87
(b) Duties & taxes	30.50	17.15
(c) Unclaimed dividend	0.01	0.01
(d) Advance from customers	122.14	9.79
Total	**208.74**	**142.82**

10. Provisions

Particulars	31.03.2023	31.03.2022
Provision for Income Tax	59.12	22.01
Provision for Income Tax-OCI	56.45	-
Total	**115.57**	**22.01**

SHARPLINE BROADCAST LIMITED

Notes forming part of the financial statements

11. Property, Plant and Equipment

(All amounts are in Lakhs, except as otherwise stated)

Particular	Gross Block								Accumulated Depreciation			Net Block	
	Historical Cost	Date	Additions/ Adjustments	31.03.2023	Salvage value	Useful Life	No. of days used during the year	Remaining Life	01.04.2022	Charge for the year	31.03.2023	31.03.2023	31.03.2022
(A) Computers													
Computer	1,31,275.00			1,31,275.00	6,563.75				68,973.53	39,349.61	1,08,323.14	22,951.86	62,301.47
		08-11-2022	4,15,950.00	4,15,950.00	20,797.50		143.00			1,02,926.31	1,02,926.31	3,13,023.69	
		21-01-2023	1,13,350.00	1,13,350.00	5,667.50		69.00			13,533.80	13,533.80	99,816.20	
		09-02-2023	37,950.00	37,950.00	1,897.50		50.00			3,283.45	3,283.45	34,666.55	
(B) Generator	37,288.14			37,288.14	1,864.41				1,180.46	11,276.43	12,456.89	24,831.25	36,107.68
									-	-	-		-
(C) Office Equipment	53,500.00			53,500.00	2,675.00				3,963.69	22,326.01	26,289.71	27,210.29	49,536.31
	12,000.00			12,000.00	600.00				607.52	5,134.59	5,742.11	6,257.89	11,392.48
	37,288.14			37,288.14	1,864.41				1,703.60	16,037.95	17,741.55	19,546.59	35,584.54
	63,559.32			63,559.32	3,177.97				78.48	28,610.81	28,689.30	34,870.02	63,480.84
		17-11-2022	48,000.00	48,000.00	2,400.00		134.00			7,942.20	7,942.20	40,057.80	
(D) Mobile Phones		29-11-2022	18,75,847.19	18,75,847.19	93,792.36		122.00			2,82,586.87	2,82,586.87	15,93,260.32	
(E) Air Conditioner		22-06-2022	42,500.00	42,500.00	2,125.00		282.00			14,799.01	14,799.01	27,700.99	
		09-07-2022	28,125.00	28,125.00	1,406.25		265.00			9,203.08	9,203.08	18,921.92	
(F) Electrical Equipment		29-06-2022	53,500.00	53,500.00	2,675.00		275.00			18,166.91	18,166.91	35,333.09	
		27-02-2023	2,50,000.00	2,50,000.00	12,500.00		32.00			9,878.36	9,878.36	2,40,121.64	
		04-02-2023	4,81,304.00	4,81,304.00	24,065.20		55.00			32,687.13	32,687.13	4,48,616.87	
		08-02-2023	1,12,497.00	1,12,497.00	5,624.85		51.00			7,084.44	7,084.44	1,05,412.56	
(G) Car		28-07-2022	95,76,650.83	95,76,650.83	4,78,832.54		246.00			25,36,579.31	25,36,579.31	70,40,071.52	
(H) Office Furniture		11-11-2022	2,89,046.28	2,89,046.28	14,452.31		140.00			28,703.48	28,703.48	2,60,342.80	
(I) Television		18-11-2022	10,39,475.10	10,39,475.10	51,973.76		133.00			1,70,710.57	1,70,710.57	8,68,764.53	
		01-10-2022	3,12,532.72	3,12,532.72	15,626.64		181.00			69,850.38	69,850.38	2,42,682.34	
(J) Machinery		22-09-2022	3,54,000.00	3,54,000.00	17,700.00		190.00			33,353.59	33,353.59	3,20,646.41	
(K) Submercible Pump		14-11-2022	23,636.00	23,636.00	1,181.80		137.00			1,605.76	1,605.76	22,030.24	
Total	3,34,910.60		1,50,54,364.12	1,53,89,274.72					76,507.28	34,65,630.09	35,42,137.37	1,18,47,137.35	2,58,403.32
Total - Previous Year 31-03-2023	79,150.00		-	79,150.00					-	8,521.00	76,507.28	-	-

Notes forming part of the financial statements

(All amounts are in Lakhs, except as otherwise stated)

12. Financial Assets - Non Current : Investments

Particulars	31.03.2023	31.03.2022
Equity Shares		
Quoted - Others (at fair value through OCI)		
Equity Shares of Sadhna Broadcast Limited	452.36	213.00
Unquoted - Others (Carried at FVTPL)	-	- 136.88
Investment in Associate Company- Unquoted		
Equity Shares of Naman Broadcast Private Limited	305.60	-
Total	**757.97**	**349.88**

13.. Financial Assets -Non current : Loans

Particulars	31.03.2023	31.03.2022
Unsecured, considered good		
Receiveble in cash or in kind or for value to be received	424.28	-
Total	**424.28**	**-**

14. Financial Assets - Non Current : Others

Particulars	31.03.2023	31.03.2022
Unsecured, considered good		
a) Loan to Others	-	5.97
b) Deposit in SEBI	5.00	5.00
c) Security with Dolly Motors	0.50	-
Total	**5.50**	**10.97**

15. Deferred tax assets (Net)

Particulars	31.03.2023	31.03.2022
Deferred tax assets	3.62	0.44
Total	**3.62**	**0.44**

16. Change in inventory of Stock-in-trade

Particulars	31.03.2023	31.03.2022
Inventories at the end of the year		
Stock in Trade*	-	3.89
Inventories at the beginning of the year		
Stock in Trade*	3.89	3.89
Total	3.89	-

(All amounts are in Lakhs, except as otherwise stated)

17. Financial Assets - Current : Trade receivables

Particulars	31.03.2023	31.03.2022
Unsecured, considered good	792.68	495.22
Total	**792.68**	**495.22**

Trade Receivable Ageing Schedule

Particulars	31.03.2023	31.03.2022
(i) Undisputed Trade receivables (considered good)		
Less than 6 months	663.42	442.95
6 months - 1 year	115.22	2.35
1-2 years	3.05	49.92
2-3 years	8.34	-
More than 3 years	2.66	-
Total	**792.68**	**495.22**
(ii) Undisputed Trade Receivables (considered doubtful)		
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	-	-
(iii) Disputed Trade Receivables considered good		
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	-	-
(iv) Disputed Trade Receivables considered doubtful		
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	-	-
	-	-
Less: Provision for doubtful receivables		
Total Trade Receivable	**792.68**	**495.22**

(All amounts are in Lakhs, except as otherwise stated)

18. Financial Assets - Current : Cash and cash equivalents

Particulars	31.03.2023	31.03.2022
Balances with Banks	41.51	17.83
Cash in hand	0.06	0.35
Total	**41.58**	**18.18**

19. Financial Assets - current : Loans

Particulars	31.03.2023	31.03.2022
Unsecured, considered good		
Loan to Related Party	14.75	-
Loan to Others	1,473.58	889.45
Total	**1,488.33**	**889.45**

20. Other current assets

Particulars	31.03.2023	31.03.2022
Unsecured, considered good		
Balances with Government Authorities		
(a) GST Input tax credit	-	6.84
(b) TDS Receivable	50.61	33.94
(c) Unutilized TDS challan	0.03	0.03
Prepaid expenses	650.98	315.70
Advance to suppliers	206.37	53.06
Total	**907.98**	**409.57**

Notes forming part of the financial statements

(All amounts are in Lakhs, except as otherwise stated)

21. Revenue from Operations

Particulars	31.03.2023	31.03.2022
Sale of services	3,139.84	1,369.84
Commission	-	131.80
Sponsorship fees	-	33.00
Total	**3,139.84**	**1,534.65**

22. Other income

Particulars	31.03.2023	31.03.2022
Dividend	-	0.19
Interest on I.T. Refund	1.13	0.24
Interest on Loan	3.27	16.25
Amount written off	2.58	-
Rental Income	1.23	-
Total	**8.21**	**16.67**

23. Purchase of stock-in-trade

Particulars	31.03.2023	31.03.2022
Books & Magazines	-	-
Total	-	-

24. Employee benefits expense

Particulars	31.03.2023	31.03.2022
Salary	327.97	155.00
Director's remuneration	29.22	3.60
Total	**357.19**	**158.60**

25. Finance Cost

Particulars	31.03.2023	31.03.2022
Interest on Car Loan	4.11	-
Total	4.11	-

(All amounts are in Lakhs, except as otherwise stated)

26. Other expenses

Particulars	31.03.2023	31.03.2022
Allotment Expenses	1.00	-
AMC Charges	5.82	-
Advertisement expenses	281.45	137.63
Carriage fee expenses	1,303.40	86.96
Content Sharing expenses	13.86	100.00
Sponsorship charges	-	33.00
Tender fee	0.96	0.25
Annual Maintenance fee	0.16	0.01
Balance Written off	-	0.01
Bonus Paid	1.02	-
Bank charges	0.07	0.00
Business Promotion	86.49	4.45
Email services	0.18	0.17
Consultancy charges	16.25	3.75
Diesel Exp	7.82	-
Equipment hiring Exp	1.00	-
E-voting Exp	0.23	-
Legal and Professional expenses	60.85	9.17
Professional Fees	77.22	-
Reimbursement expenses	3.64	3.83
Office Expenses	1.69	
Round off	-	0.00
Commission expenses	-	32.06
Interest on Loan paid	20.33	3.77
Telecast expenses	375.11	857.04
Electricity expenses	1.16	-
Insurance Charges	1.72	
Stock Exchange Admission fees	-	5.00
Repair and Maintenance	-	-
- Others	9.04	-
Short & excess	-0.00	0.01
Long Term Loans and advances W/o	5.97	-
Non Current Investment W/o	136.88	
Live Expenses	2.90	-
Listing fees	3.57	4.20
License Fees	0.00	-
Late Fee on Payment of Car Loan	0.04	-
Processing expenses	1.74	10.29
Printing and stationery expenses	2.16	0.42
Postage Charges	1.69	-
Out Of Pocket Exp	0.82	
ROC filing fees	12.48	0.00
Unclaimed TDS	-	1.54
Uplinking and Downlinking Exp	217.00	-
Conveyance/Travelling expenses	12.94	4.11
Audit fee (see Annexure)	3.00	3.00
Issuer Fees	0.45	
Intermediary fees	0.05	
Interest on TDS	0.35	0.09
Interest Paid on PBI Payment	0.72	-
Software Updation Exp	0.65	-
Setup Fees	0.41	-
Multi Setup Fees	0.35	-
Water Expenses	1.07	-
Website Expenses	0.96	-
Telephone Exp	0.25	-
Miscellaneous expenses	0.15	0.01
Total	2,677.08	1,300.77

(All amounts are in Lakhs, except as otherwise stated)

Excess/short provision relating earlier year tax

Particulars	31.03.2023	31.03.2022
Tax Adjusted for Earlier Years	-0.07	-
Total	**-0.07**	**-**

Other Expenses- Auditor's Remuneration

Particulars	31.03.2023	31.03.2022
Statutory Audit Fees	1.50	1.50
Tax Audit Fees	1.50	1.50
Total	**3.00**	**3.00**

27. Earnings per Share (EPS)

Particulars	31.03.2023	31.03.2022
Net profit/(loss) after tax for the year (in Rs.)	-44.74	68.23
Weighted number of ordinary shares for basic EPS	1,15,00,000.00	1,15,00,000.00
Nominal value of ordinary share (in Rs. per share)	10.00	10.00
Basic and Diluted earnings for ordinary shares (in Rs. 10/- per share)	-0.39	0.59

NOTES to the Ind-AS financial statements for the year ended March 31, 2023

COMPANY OVERVIEW

SHARPLINE BROADCAST LIMITED ("the Company") was incorporated on March 09, 1990 and is carrying the business of Project Management & Consultancy & Support Services, Real Estate - developers & builders & collaborators & trading & investment & dealer & underwriters, Commission Agents, Brokers, Service Providers, Trading, Agency, Commission, Business/ Management Consultancy, Importer, Exporters, Distributors, etc. and Certificate of Commencement was issued by ROC dated on March 09, 1990.

1. SIGNIFICANT ACCOUNTING POLICIES

A. General information and statement of compliance with Ind-AS

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind-AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented.

These financial statements were approved for issue by the Board of Directors on 10-05-2023.

B. Basis of preparation of Financial Statements

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

C. Functional and presentation currency

These Ind-AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency.

D. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing sales taxes and other indirect taxes.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

E. Property, Plant and Equipment

(i) Property, plant and equipment

The Company has applied Ind AS-16 with retrospective effect for all of its property, plant and equipment as at the transition date, viz., 1 April 2016.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in statement of profit and loss.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(ii) Depreciation

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis over its expected useful life.

Major inspection and overhaul costs are depreciated over the estimated life of the economic benefit derived from such costs. The carrying amount of the remaining previous overhaul cost is charged to the statement of profit and loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and changes in estimates, if any, are accounted for prospectively.

F. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

G. Inventories

Inventories are valued at the lower of cost and net realizable value except scrap and by products which are valued at net realizable value.

Costs incurred in bringing the inventory to its present location and condition, are accounted for as follows:

a. Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
b. Finished goods and work in progress: cost includes cost of direct materials and labor and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Obsolete inventories are identified and written down to net realizable value. Slow moving and defective inventories are identified and provided to net realizable value.

The company does not have any inventory.

H. Taxation

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

I. Earnings per share

Basic earnings per share is computed by dividing the profit/(loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

J. Advances, Loans, etc.

In the opinion of Board, all Current Assets, Advances, Loans, etc., have a value on realization in ordinary course of business at least equal to amount at which these are stated.

Statements of Accounts/ Confirmations have been sent by speed-post/ email on quarterly basis to Parties but from some of the parties, the same are pending receipts and reconciliation. The adjustments, if any, will be made accordingly.

K. Disclosure requirement under MSMED Act, 2006

The Company has not provided the details regarding the suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), Therefore, we are unable to comment on it.

Notes on Financial Statements

1. The SSI status of the creditors is not known to the Company; hence the information is not given.

2. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value as the management is unable to provide any external confirmations from the parties.

3. Payments to Auditors:

Amounts (in Lacs)

Auditors Remuneration	**2022-23**
Audit Fees	1.5
Tax Audit Fees	1.5
Company Law Matters	-
GST	-
Total	**3.00**

4. The Company has made advances to following parties without charging interest on loans and their outstanding balance as on 31.03.2023 are as follows: -

Particulars	**Opening balance**	**Loans during the year**	**Repaymen t**	**O/s balance as on 31.03.2023**
A.K. Singhal	0.00	107.50	0.00	107.50
B R GreenIndustriesPvtLtd	0.00	125.00	125.00	0.00
Buckingham Industries Ltd.	255.36	97.00	352.36	0.00
Gogia Leasing Limited	65.62	0.62	6.23	60.01
Graphisads Pvt Ltd.	0.00	279.26	260.00	19.26
IPK Exports Pvt Ltd	59.54	887.25	269.75	677.04
Ishwar Broadcasting Pvt Ltd.	0.00	37.22	36.94	0.28
KDM Business Network Ltd Loans and Advances	0.00	14.75	0.00	14.75
Padma Gupta	0.00	40.25	0.00	40.25
Prabhatam Venture Pvt Ltd.	0.00	250.00	0.00	250.00
RP Tech Vision Pvt Ltd.	24.50	0.00	0.00	24.50
Sadhna Media Pvt Ltd.	303.77	0.00	0.00	303.77
Sharpeye Advertising Pvt Ltd	0.00	29.39	1.35	28.04
Shilpa Gupta	0.00	43.85	3.60	40.25
SHREYA GUPTA	0.00	74.50	74.50	0.00
Subodh Kumar Nath	90.00	0.00	54.00	36.00
Transmedia Software	0.00	63.00	0.00	63.00
Urmil Gupta	72.00	0.00	72.00	0.00
Virtu Exhibits Pvt Ltd.	0.00	162.00	0.00	162.00
Total	**870.79**	**2211.59**	**1255.73**	**1826.65**

5. No provision for retirement benefits has been made, The impact of the same on Profit & Loss is not determined.

6. Advance to others includes advances to concerns in which directors are interested:

Name of Concern	Current Year Closing Balance	Previous Year Closing Balance
NA	NIL	NIL

7. Related Party disclosure as identified by the company and relied upon by the auditors:

(A) Related Parties and their Relationship

S. No.	Name of Related Party	Relationship
1	Sangeeta Mukherjee Sanjeev Kumar Jha Sulabh Dikshit Pooja Suri Monika Asri Nimmy Singh Chauhan	Director / Key Managerial Personnel (KMP)
2	Sadhna Business Hub Pvt Ltd Buckingham Industries Ltd KDM Business Network Ltd Peerless Media Solutions Private Limited Virtual Business Solutions Pvt Ltd	Enterprises over which KMP can exercise significant influence / Related Entity
3	Naman Broadcasting and Telecommunication Private Limited	Associate Company

(B) Transactions with Related parties

Transactions undertaken with Related Parties in the ordinary course of business during the year:

Nature of nsactions	Name of the Concern	Relation	Amounts (in Lacs)
Loan Received	Buckingham Industries Ltd Virtual Business Solutions Pvt Ltd KDM Business Network Limited	Company under mmon Control	352.36 356.25 946.55
Loan Received	Naman Broadcasting and ecommunications Pvt Ltd	Associate Company	304.46
Loan Given	KDM Business Network Ltd	Company under mmon Control	605.05
Loan Repaid	Naman Broadcasting and ecommunications Pvt Ltd	Associate Company	50.90
Loan Repaid	Buckingham Industries Ltd	Company under mmon Control	97.00
Sales	KDM Business Network Limited	Common Control	170.00
Advertising Expenses	Naman Broadcasting and ecommunications Pvt Ltd	Associate Company	36.00
Director muneration	Sanjeev Kumar Jha	Director	12.00
Director muneration	Sangeeta Mukherjee	Director	0.00
Director muneration	Sulabh Dikshit	Director	5.22
Director muneration	Pooja Suri	Director	12.00
Salary	Nimmy Singh Chauhan	Company Secretary	4.20
Salary	Monica Asri	CFO	3.96

8. % of imported & indigenous raw material & consumables

Particulars	2023		2022	
	%	**Amounts (in Lacs)**	**%**	**Amounts (in Lacs)**
Imported	**0.00**	**0.00**	**0.00**	**0.00**

Indigenous	**0.00**	**0.00**	**0.00**	**0.00**

9. Value of Imports

Raw Material	Nil	Nil
Finished Goods	Nil	Nil

10. Expenditure in Foreign Currency	Nil	Nil
11. Earning in Foreign Exchange	Nil/-	Nil

12. There are no contingent liabilities as on the balance sheet date.

13. The management is of the view that the investment in equity shares of listed companies amounting Rs. 136.88 lacs has to be written off as the company has been struck off and no amount can be realised from the same.

14. During the year, the company hasborrowed Car Loan from Bank of India on which Balance o/s is Rs. 74.15 lacs in which 9.38 lacs is classified Short Term borrowings and Remaining Rs. 64.77 lacs is Long Term borrowings.

15. There are no charges or satisfaction of charge pending to be registered with Registrar of Companies beyond the statutory period, as applicable.

16. The company has not been declared wilful defaulter by any bank or financial institution or other lender during the year.

17. The company has complied with the number of layers prescribed u/s 2(87) of the Act read with Companies (Restriction on number of layers) Rules, 2017.

18. The company does not hold any Benami property and no proceeding have been initiated or pending against the company in such respect.

19. The company has not entered into any transactions with struck off companies.

20. The company has not traded or invested in Crypto currency or Virtual Currency during the year.

21. The company has made detailed assessment of its liquidity position and of the recoverability and carrying value of its assets as on the balance sheet date and has concluded that no material adjustments are required to be made in financial statements.

22. In the opinion of the management all the assets of the company have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the financial statements.

23. Previous year figures have been regrouped/rearranged wherever necessary.

24. Whenever the balance confirmation is not available from the parties, the balance as appearing in the books of accounts have been considered.

In terms of our Report attached of even date

For BAS & Co. LLP
Chartered Accountants
FRN: 323347E/E300008

Sd/-
(CA Ritika Agarwal)
Designated Partner
M. No. 527731
Place: New Delhi

Sd/-
(SULABH DIKSHIT)
Director
DIN-07070194

Sd/-
(SANJEEV KUMAR JHA)
Director
DIN-02840583

Date: 10.05.2023
UDIN: 23527731BGUAXL5662