



Ref. No.

Date 29/05/2025

**Secretarial Compliance Report of Sharpline Broadcast Limited**  
**For The Year Ended 31<sup>st</sup> March, 2025**

**To:**  
**The Board of Directors**  
**Sharpline Broadcast Limited**

I have examined:

- a) all the documents and records made available to us and explanation provided by **Sharpline Broadcast Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the listed entity during the Review Period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) (other regulations as applicable)

and circulars/ guidelines issued thereunder hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                              | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| 1.      | <p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p> | Yes                           | --                            |



|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |     |    |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 2. | <p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>                                          | Yes | -- |
| 3. | <p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul> | Yes | -- |
| 4. | <p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>                                                                                                                                                                                                                                                                      | Yes | -- |
| 5. | <p><b><u>Details related to Subsidiaries of listed entities :</u></b></p> <p>a) Identification of material subsidiary companies; and</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>                                                                                                                                                                                                                                                    | Yes | -- |
| 6. | <p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>                                                                                                                                                                               | Yes | -- |



|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |               |                                                                                                                                                                                                                                                                          |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7.  | <b><u>Performance Evaluation:</u></b><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Yes           | --                                                                                                                                                                                                                                                                       |
| 8.  | <b><u>Related Party Transactions:</u></b><br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or<br>The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.                                                                                                                                                                                                                                                                                                                                    | Yes<br><br>NA | --<br><br>No such instances observed                                                                                                                                                                                                                                     |
| 9.  | <b><u>Disclosure of events or information:</u></b><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Yes           | --                                                                                                                                                                                                                                                                       |
| 10. | <b><u>Prohibition of Insider Trading:</u></b><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Yes           | --                                                                                                                                                                                                                                                                       |
| 11. | <b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b><br>1. SEBI has taken action against Sharpline Broadcast Limited.<br>SEBI by Confirmatory Order in the matter of Stock Recommendations using YouTube in the scrip of Sharpline Broadcast Limited- - WTM/AN/ISD/ISD-SEC-1/29733/2023-24 on violation of provisions of Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "SEBI Act") and various regulations framed thereunder including SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (hereinafter referred to as "PFUTP Regulations").<br>2. SEBI has taken action against Sharpline Broadcast Limited. | Yes           | Secretarial Auditor has concern against the order of SEBI and address the Company in this regard.<br>Investigation is going on and Company has submitted the reply.<br>Secretarial Auditor has concern against the order of SEBI and address the Company in this regard. |



|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     | SEBI by Confirmatory Order in the matter of Stock Recommendations using YouTube in the scrip of Sharpline Broadcast Limited- WTM/AN/ISD/ISD-SEC-1/28040/2023-24 on violation of provisions of Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "SEBI Act") and various regulations framed thereunder including SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (hereinafter referred to as "PFUTP Regulations". |     | Investigation is going on and Company has submitted the reply.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 12. | <b>Additional Non-compliances, if any:</b><br>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.                                                                                                                                                                                                                                                                                                                                                                 | Yes | During the reporting period:<br><br>i) the Company was unable to appoint a Company Secretary due to challenges faced by the Board of Directors in identifying and recruiting a suitably qualified candidate. However, the Company Secretary has since been duly appointed by the Board on 24 <sup>th</sup> April, 2025, and the non-compliance stands rectified as on the date of this report.<br><br>ii) the composition of the Board of Directors and its applicable committees was not in conformity with the prescribed requirements, owing to difficulties in identifying and appointing suitably qualified individuals. The Board has taken necessary steps, and the composition has been duly rectified as on 31st March, 2025. |



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| 1.     | <b>Compliances with the following conditions while appointing/re-appointing an auditor</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                               |                               |
|        | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | NA                            | --                            |
| 2.     | <b>Other conditions relating to resignation of statutory auditor</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                               |                               |
|        | <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>                                                                                                                                                                      | NA                            | --                            |
|        | <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided</p>                                                                                                                                                                                                                                                                                                                                   | NA                            | --                            |



|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |  |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--|
|    | <p>by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:<br/>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> |    |  |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.                                                                                                                                                                                                                                                                                                                                                                                                                                          | NA |  |



(a) listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)                                                      | Regulation / Circular No.                            | Deviations                                       | Action Taken by | Type of Action | Details of Violation                                                               | Fine Amount | Observations/ Remarks of the Practicing Company Secretary                                                               | Management Response                                                                                                                                | Remarks                                      |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------|-----------------|----------------|------------------------------------------------------------------------------------|-------------|-------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 1       | Submission of Statement of Impact of Audit Qualifications (SIAQ) in prescribed format along with Audited Financial Results. (Refer Note-1) | Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 | SIAQ was initially submitted in incorrect format | Company         | Clarification  | Statement of Impact of Audit Qualifications not submitted in the prescribed format | Nil         | The Company rectified the deviation by submitting the revised SIAQ in correct format within one day of BSE observation. | The Company had originally submitted the audited results on time and immediately resubmitted the SIAQ in prescribed format upon BSE's observation. | Matter rectified. No further non-compliance. |

#### Note-1

The company submitted its **Audited Financial Results** for the quarter and year ended **31st March, 2024** on **21st May, 2024** at **12:25:02 PM**, within 30 minutes of the Board Meeting conclusion at 12:00 PM, in compliance with SEBI (LODR) norms.

However, on **24th June, 2024**, BSE issued an observation that the **Statement of Impact of Audit Qualifications (SIAQ)** was not in the prescribed format.

To comply, the company promptly submitted the **revised SIAQ** in the correct format on **25th June, 2024** at **11:22:25 AM**.

The matter stands rectified and the revised submission is now in compliance with BSE's observation.



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action                                                            | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|-------------------------------------------------------------------------------------|-------------------------|------------|-----------------|---------------------------------------------------------------------------|----------------------|-------------|----------------------------------------------------------|---------------------|---------|
|         |                                                                                     |                         |            |                 | Advisory/Clarification/<br>Fine/Show Cause<br>Notice/<br>Warning,<br>etc. |                      |             |                                                          |                     |         |

Date: 29th May, 2025

Place: New Delhi

For V Kumar and Associates  
(Company Secretaries)



M. No. : F8976

COP No: 10438

UDIN: F008976G000484539