

SHARPLINE BROADCAST LIMITED

(Regd. Off.: 38, Rani Jhansi Road Motia Khan, Paharganj, Delhi -110055)

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

CIN No.: L22100DL1990PLC039464, Ph. No.: 01123552627

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-ordinary General Meeting of the Members of **SHARPLINE BROADCAST LIMITED** will be held on Monday, 28th April, 2025 at 12.00 p.m. through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following business:

The proceedings of Extra-Ordinary General Meeting (EGM) shall be deemed to be conducted at Registered Office of the Company at 38, Rani Jhansi Road Motia Khan, Paharganj, Delhi 110055, which shall be deemed venue of EGM.

SPECIAL BUSINESS

Item no. 1: Appointment of Mr. Ankit Kakran as a Non-Executive Director Designated as Independent Director

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

"RESOLVED THAT in accordance with the provisions of Sections 149(4), 150, 152, and 161(1) read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members is be and hereby given for the appointment of **Mr. Ankit Kakran (DIN: 10177754)** as a **Non-Executive Director, designated as Independent Director** on the Board of the Company for a term of 5 years and he will not be liable to retire by rotation.

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for this purpose and to file necessary e- form with the Registrar of Companies. To intimate/ communicate to Stock Exchange(s), Regulatory Authority (ies) & others and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

Item no. 2: Appointment of Mr. Satyabrata Mukherjee as a Non-Executive Director Designated as Independent Director

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

"RESOLVED THAT in accordance with the provisions of Sections 149(4), 150, 152, and 161(1) read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies

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(Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members is be and hereby given for the appointment of **Mr. Satyabrata Mukherjee (DIN: 01635601)** as a **Non-Executive Director, designated as Independent Director** on the Board of the Company for a term of 5 years and he will not be liable to retire by rotation.

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for this purpose and to file necessary e- form with the Registrar of Companies. To intimate/communicate to Stock Exchange(s), Regulatory Authority (ies) & others and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

Item no. 3: Appointment of Ms. Urmil Gupta as a Non-Executive Director Designated as a Non-Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the "Act"), the consent of the members is be and hereby given to appoint **Ms. Urmil Gupta (DIN: 01635601)**, as a Non-Executive & Non-Independent Director, of the Company, liable to retire by rotation with effect from 21.02.2025.

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter, etc.) as may be required for this purpose and to file necessary E-form with the Registrar of Companies, to intimate/communicate to Stock Exchange(s), Regulatory Authority (ies) & Others and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

Item no. 4: Authorization 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 members 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

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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. 35, 00, 00,000 (Rupees Thirty-Five Crore Only)** outstanding at any time, notwithstanding that such investments, outstanding loans given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors be and hereby are severally authorized to take all necessary actions, execute and sign all documents, agreements, deeds, and writings, including but not limited to the guarantee agreement, mortgage deeds, hypothecation agreements, and any other documents as required by the Lender, for the purpose of creating the charge and giving effect to the guarantee on behalf of the Borrower Company.

By order of Board of Directors
For Sharpline Broadcast Limited


Sanjeev Kumar Jha
Whole Time Director
DIN: 02840583

Date: 31.03.2025
Place: New Delhi

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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 General Circular No. 09/2023 dated September 25, 2023 and circular No. 09/2024 dated September 19, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/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 EGM/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 EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/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 Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (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 EGM/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 EGM/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 EGM/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 www.msei.in respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 09/2024 dated September 19, 2024, 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.

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

The remote e-voting period begins on Friday, 25th April, 2025 at 09.00 A.M. and ends on Sunday, 27th April, 2025 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. Tuesday, 22nd April, 2025, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 22nd April, 2025.

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

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	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - 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 - 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. - 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	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On

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	clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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
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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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders 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***

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and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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'?

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'.

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.com 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.

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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 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 NSDL Official 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:

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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), AADHAR (self-attested scanned copy of Aadhar Card) by email to sharpbroadcastlimited@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), AADHAR (self-attested scanned copy of Aadhar Card) to (sharpbroadcastlimited@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 THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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

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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 (sharpbroadcastlimited@gmail.com). The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at sharpbroadcastlimited@gmail.com between Thursday, 03rd April, 2025 (9.00 a.m. IST) and Sunday, 27th April, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

By order of Board of Directors
For Sharpline Broadcast Limited



Sanjeev Kumar Jha
Whole Time Director
DIN: 02840583

Date: 31.03.2025
Place: New Delhi

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") set out all material facts relating to the business under Item Nos. 1 to 4 of the accompanying notice dated March 31st, 2025.

ITEM NO. 1

It is proposed to appoint **Mr. Ankit Kakran (DIN: 10177754)** as an Independent Director of the Company.

In terms of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Independent Directors requires the approval of shareholders.

The Company has received from **Mr. Ankit Kakran (DIN: 10177754)**, consent in writing to act as director in Form DIR-2 and declaration to the effect that he is not disqualified to be appointed as director in Form DIR-8. In the opinion of the Board, **Mr. Ankit Kakran (DIN: 10177754)** fulfils the conditions for appointment as Independent Director as specified in Companies Act, 2013 and is independent of the management.

Mr. Ankit Kakran is a graduate with over 12 years of experience in finance and marketing. He has extensive expertise in financial management and strategic marketing. Throughout his career, he has contributed to various business initiatives. His strong analytical skills and leadership abilities have been instrumental in driving growth. He continues to play a key role in the industry with his vast knowledge and experience.

The proposed Independent Director has significant professional expertise and rich experience and hence the Board considered that his association with the Company would be of immense benefit to the Company.

The Board recommends passing this special resolution for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company other than **Mr. Ankit Kakran**, are concerned or interested, financially or otherwise, in the resolution.

Other requisite details of **Mr. Ankit Kakran (DIN: 10177754)** pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in **Annexure- A**.

SHARPLINE BROADCAST LIMITED

(Regd. Off.: 38, Rani Jhansi Road Motia Khan, Paharganj, Delhi -110055)

Email: sharpbroadcastlimited@gmail.com, Website: www.sharpbroadcast.in

CIN No.: L22100DL1990PLC039464, Ph. No.: 01123552627

ITEM NO. 2

It is proposed to appoint **Mr. Satyabrata Mukherjee (DIN: 01635601)** as an Independent Director of the Company.

In terms of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Independent Directors requires the approval of shareholders.

The Company has received from **Mr. Satyabrata Mukherjee (DIN: 01635601)**, consent in writing to act as director in Form DIR-2 and declaration to the effect that he is not disqualified to be appointed as director in Form DIR-8. In the opinion of the Board **Mr. Satyabrata Mukherjee (DIN: 01635601)** fulfils the conditions for appointment as Independent Director as specified in Companies Act, 2013 and is independent of the management.

Mr. Satyabrata Mukherjee has over 17 years of experience in strategic leadership and governance. He has worked across various industries, providing valuable insights and expertise. His strong technical foundation enhances his ability to assess complex business decisions. He has played a key role in driving technology-driven strategies. His leadership continues to contribute to organizational success.

The proposed Independent Director has significant professional expertise and rich experience and hence the Board considered that his association with the Company would be of immense benefit to the Company.

The Board recommends passing this special resolution for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company other than Mr. Satyabrata Mukherjee, are concerned or interested, financially or otherwise, in the resolution.

Other requisite details of **Mr. Satyabrata Mukherjee (DIN: 01635601)** pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned as **Annexure- A**.

ITEM NO. 3

It is proposed to appoint **Ms. Urmil Gupta (DIN: 00077946)** as a Non-Executive and Non- Independent Director of the Company.

In terms of Section 152 and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Non-Executive Directors requires the approval of shareholders

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The Company has received from **Ms. Urmil Gupta (DIN: 00077946)** and consent in writing to act as director in Form DIR-2.

Ms. Urmil Gupta has over 5 years of experience in marketing. She possesses expertise in general management and business strategy. Her skills contribute to effective decision-making and organizational growth. She has been involved in various marketing initiatives across industries. Her leadership continues to drive business success.

Considering her extensive professional experience, the Board believes that her appointment would be in the best interest of the Company and its stakeholders.

The Board recommends passing this ordinary resolution for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company other than **Ms. Urmil Gupta**, are concerned or interested, financially or otherwise, in the resolution.

Other requisite details of **Ms. Urmil Gupta (DIN: 00077946)** pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in **Annexure- A**.

ITEM NO. 4

As per Section 186(2) of the Act, a company cannot:

- (a) Give any loan to any person(s) or body corporate(s),
- (b) Provide any guarantee or security in connection with a loan to any person(s) or body corporate(s),
or
- (c) Acquire by way of subscription, purchase, or otherwise, the securities of any other body corporate,
beyond 60% of its paid-up share capital, free reserves, and securities premium or 100% of its free reserves and securities premium, whichever is higher, without the approval of shareholders by way of a special resolution.

The Company, in its normal course of business, may be required to provide loans, guarantees, security, or acquire securities of other body corporates. The Board of Directors believes that these investments and financial commitments are necessary for the Company's growth and in its best interests. Therefore, it is proposed to obtain approval of the shareholders to make such investments, provide loans, or give guarantees/security for an amount not exceeding **₹35,00,00,000 (Rupees Thirty-Five Crore Only)** at any given time.

The Board recommends passing this special resolution for approval by the shareholders.

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None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in this resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

Annexure - A

Other details under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is given below.

Sr. no	Details of the events that needs to be provided	Particulars	Particulars	Particulars
1.	Name of Person	Mr. Ankit Kakran (DIN: 10177754)	Mr. Satyabrata Mukherjee (DIN: 01635601)	Ms. Urmil Gupta(DIN: 00077946)
2.	Reason for change viz. appointment, resignation, removal, death and otherwise	Mrs. Pooja Suri has resigned from the post of Non-Executive and Independent Director w.e.f 18th March, 2025., therefore Board has appointed Mr. Ankit Kakran (DIN: 10177754) as Non-Executive & Independent Director w.e.f. 18th March, 2025.	To correct the composition of the Board, Mr. Satyabrata Mukherjee (DIN: 01635601) has been appointed as a Non-Executive & Independent w.e.f. 31 st March, 2025.	Board had appointed Ms. Urmil Gupta (DIN: 00077946) as Additional Director (Non-Executive and Non-Independent Director) w.e.f. 21 st February, 2025
3.	Date & Terms of appointment	Date of Appointment 18th March, 2025. Mr. Ankit Kakran (DIN: 10177754) has been appointed as Additional Director (Non-Executive & Independent Director) of the company w.e.f. Tuesday, 18th March, 2025.	Date of Appointment 31st March, 2025. Mr. Satyabrata Mukherjee (DIN: 01635601) had been appointed as Non-Executive & Independent of the company w.e.f. 31 st March, 2025.	Date of Appointment 21st February, 2025. Ms. Urmil Gupta (DIN: 00077946) had been appointed as Additional Director (Non-Executive) of the company w.e.f. 21st February, 2025

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4.	Date of Appointment	18th March, 2025	31 st March, 2025.	21st February, 2025
5.	Brief Profile	Mr. Ankit Kakran is a graduate with a vast experience of over 12 years in the field of finance & marketing	Mr. Satyabrata Mukherjee has an experience of over 17 years in providing strategic leadership and governance expertise across various industries and solid technical foundation that enhances his ability to evaluate complex business and technology-driven decisions.	Ms. Urmil Gupta (DIN: 00077946) has an experience of over 5 years in the field of Marketing and has expertise General Management.
6.	Disclosure of relationships between Director	Mr. Ankit Kakran (DIN: 10177754) is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company	Mr. Satyabrata Mukherjee (DIN: 01635601) is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company	Ms. Urmil Gupta (DIN: 00077946) is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company

By order of Board of Directors
For Sharpline Broadcast Limited


Sanjeev Kumar Jha
Whole Time Director
DIN: 02840583

Date: 31.03.2025
Place: New Delhi