

SHARPLINE BROADCAST LIMITED

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

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

CIN No. L22100DL1990PLC039464

To;

BSE Limited
Phiroze Jeejeebhoy Towers
Park Dalal Street
Mumbai- 400001

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

Sub: Submission of Annual Secretarial Compliance Report vide SEBI Circular NoCIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the year ended 31st March, 2023

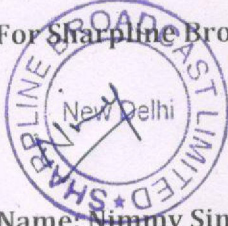
Dear Sir/Madam,

In pursuant to SEBI Circular No CIR/CFD/CMD 1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, we are attaching herewith the Annual Secretarial Compliance Report of Sharpline Broadcast Limited issued by M/s V Kumar & Associates, Practicing Company Secretaries dated May 29th, 2023, for the financial year ended 31st March, 2023.

This is for your kind information and taking on record please.

Thanking You.

For Sharpline Broadcast Limited



Name: Nimmy Singh Chauhan
Company Secretary

Date: 29/05/2023

Place: New Delhi



V KUMAR AND ASSOCIATES

Company Secretaries

15/18, Basement, West Patel Nagar, New Delhi-110008

Ph. : +91-11-2588 5492, M. : +91-99102 18035

E-mail : csvivekkumar@gmail.com

Secretarial Compliance Report of Sharpline Broadcast Ltd For The Year Ended 31st March, 2023

To:

The Board of Directors
Sharpline Broadcast Ltd.

I have examined:

- a) All the documents and records made available to us and explanation provided by Sharpline Broadcast Ltd ("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 March 2023 ("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 there under and the Regulations, circulars, guidelines issued there under 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)



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- Regulations,2018 (Not applicable during the review period);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy back 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) SecuritiesandExchangeBoardofIndia(ProhibitionofInsiderTrading)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><u>Secretarial Standards:</u></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 section118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	--
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	--



3.	<p><u>MaintenanceanddisclosuresonWebsite:</u></p> <ul style="list-style-type: none"> • TheListedentityismaintainingafunctionalwebsite • Timely dissemination of the documents/ informationunderaseparatesection onthe website • Web-links provided in annual corporate governancereportsunderRegulation27(2)areacurateandspecificwhichre-directtotherelevantdocument(s)/sectionofthe website 	Yes	--
4.	<p><u>DisqualificationofDirector:</u></p> <p>NoneoftheDirector(s)oftheCompanyis/ aredisqualified under Section 164 of Companies Act, 2013asconfirmedby thelistedentity.</p>	Yes	--
5.	<p><u>DetailsrelatedtoSubsidiariesoflistedentities:</u></p> <p>a) Identificationofmaterialsubsidiarycompanies; and</p> <p>b) Disclosurerequirementofmaterialaswellas othersubsidiaries</p>	NA	Company does not have any subsidiary
6.	<p><u>PreservationofDocuments:</u></p> <p>The listed entity is preserving and maintaining recordsas prescribed under SEBI Regulations and disposal ofrecordsasperPolicyofPreservationofDocumentsandArchivalpolicyprescribedunderSEBILODRRegulations,2015.</p>	Yes	--
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluationoftheBoard,IndependentDirectorsandtheCommitteesat the start of every financial year/during the financialyearasprescribedinSEBI Regulations.</p>	Yes	--
8.	<p><u>RelatedPartyTransactions:</u></p> <p>(a) ThelistedentityhasobtainedpriorapprovalofAuditCommitteeforallrelatedpartytransactions;or</p> <p>(b) The listed entity has provided detailed reasonsalong with confirmation whether the transactionswere subsequently approved/ratified/rejected bythe Audit</p>	Yes NA	-- No such instances observed



	Committee, in case no prior approval has been obtained.		
9.	<p><u>Disclosure of events or information:</u></p> <p>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.</p>	Yes	--
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	--
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>SEBI has taken action against the Director of Sharpline Broadcast Limited i.e. Sulabh Dikshit-</p> <p>SEBI by Interim Order -WTM / AN / ISD / ISD-SEC-1 / 24333 / 2022-23 on violation of Securities and Exchange Board of India Act, 1992 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 has frozen the Demat Account and Securities are not transferred / redeemed of Mr. Sulabh Dikshit.</p>	Yes	<p>Secretarial Auditor has concern against the order of SEBI and address the company in this regard.</p> <p>Investigation is going on and company has submitted the reply</p>
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p> <p>Regulation 34</p> <p>Non-submission of the Annual Report within the period prescribed under this regulation.</p> <p>Delay in complying with regulation 34 of SEBI (LODR) Regulations, 2015. BSE Prescribed Fined of Rs. 2000.</p>	Yes	Company has paid the Fined Amount to the BSE.



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.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<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.	Other conditions relating to resignation of statutory auditor		
	<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 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: 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>	NA	--
3.	<p>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.</p>	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 Practising Company Secretary	Management Response	Remarks
1.	Regulation 34 Non-submission of the Annual Report within the period prescribed under this regulation	Regulation 34	Delay in complying with regulation 34 of SEBI (LODR) Regulations, 2015. BSE Prescribed Fined of Rs. 2000.	BSE	FINE	Non-submission of the Annual Report within the period prescribed under this regulation	2000	Company has paid the Fined Amount to the BSE.	Company has paid the Fined Amount to the BSE.	NA

(b) The listed entity has taken the following action 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 Practising Company Secretary	Management Response	Remarks
1.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA



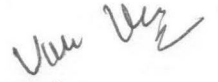
Date: 29th May, 2023

Place: New Delhi

Signature

For V Kumar and Associates

(Company Secretaries)



Vivek Kumar

M. No. : F8976

COP No: 10438



UDIN: F008976E000408232