

# **SHARPLINE BROADCAST LIMITED**

*(Formerly known as Archit Holdings & Credits limited)*

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

*Email: [sharpbroadcastlimited@gmail.com](mailto:sharpbroadcastlimited@gmail.com)*

*CIN No. L22100DL1990PLC039464*

To,

BSE Limited  
25<sup>th</sup> Floor, PJ Towers,  
Dalal Street,  
Mumbai- 400001

Metropolitan Stock Exchange of India Limited (MSEI)  
Building A, Unit 205A, 2 nd Floor,  
Piramal Agastya Corporate Park, L.B.S. Road,  
Kurla West, Mumbai-400 070

Subject: Intimation of Date of Extra-Ordinary General Meeting

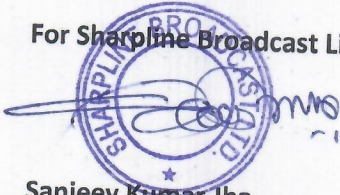
Dear Sir/Madam,

We wish to inform you that the Extra Ordinary General Meeting of the Members of SHARPLINE BROADCAST LIMITED will be held on Thursday, December 15, 2022 at 1.00 p.m. at the Registered Office of the Company situated at 37th Second Floor, Rani Jhansi Road Motia khan, Paharganj Delhi-110055.

Kindly consider and take our submission into records.

Thanking You  
Yours Faithfully

For Sharpline Broadcast Limited



Sanjeev Kumar Jha  
Director  
DIN: 02840583  
Add: A-72, III Floor,  
Pandav Nagar, New Delhi-110092

Date 16.11.2022  
New Delhi

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*CIN No. L22100DL1990PLC039464*

## **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 Thursday, December 15, 2022 at 1.00 p.m. at the Registered Office of the Company situated at 37th Second Floor, Rani Jhansi Road Motia khan, Paharganj Delhi-110055 to transact the following Business:

### **SPECIAL BUSINESS**

#### **Item no. 1: Increase in Authorised Share Capital 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 13(1), Section 14 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and rules made thereunder, the Authorised Share Capital of the Company be and is hereby increased from the existing amount of Rs. 11,50,00,000/- (Rupees Eleven Crores Fifty Lacs only) divided into 1,15,00,000 (One Crore Fifteen Lacs only) Equity Shares of Rs. 10/- (Rupees ten only) each to **Rs. 25,00,00,000/- (Rupees Twenty Five Crores only)** divided into 2,50,00,000 (Two Crore Fifty Lacs only) Equity Shares of Rs. 10/- (Rupees ten only) each.

**RESOLVED FURTHER THAT** the following Clause be substituted for **Clause V of the Memorandum of Association** of the Company:-

*"V. The authorized share capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lacs only) Equity Shares of Rs. 10/- (Rupees ten only) each."*

**RESOLVED FURTHER THAT** any one Director of the Company and Company Secretary of the Company be and are hereby severally authorized to sign necessary e-forms and returns and other documents and to do all such acts, deeds and things as may be necessary or incidental to give effect to the above resolutions and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable."

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## **Item no. 2: To receive Inter-corporate Loans and Investments with an option to convert into Equity Shares.**

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 62(3), Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any applicable rules and regulations made thereunder, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("Board") for borrowing sum of money from Corporates as mentioned hereunder on the terms and conditions as the Board may deem fit (or- has presented before the meeting) by way of loans convertible into equity shares at the option of Lender, up to an aggregate amount of **Rs. 15,00,00,000/-** (Rupees Fifteen Crores only)."

**"RESOLVED FURTHER THAT** specific Loan Agreements with the terms of conversion of Loans into equity shares shall be executed between the lenders and the Company governing the terms of conversion.

**"RESOLVED FURTHER THAT** the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

## **Item no. 3: To provide an option to existing Inter-corporate Loans and Investments to convert into Equity Shares.**

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 62(1)(C) read with The Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities, other applicable laws, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), to provide an option to the following listed Inter corporate loans outstanding as on date to convert into Equity Shares as per their will:

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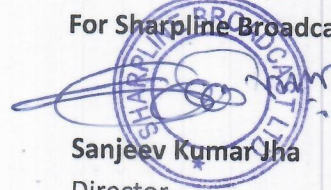
*CIN No. L22100DL1990PLC039464*

S. No.	Name of Creditor	Amount in Rs.
1.	Graphic Ads Private Limited	50,50,000.00
2.	Sadhna Broadcast Limited	62,02,000.00
3.	KDM Business Network Private Limited	86,00,000.00
	<b>Total</b>	<b>1,98,52,000.00</b>

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities as and when required and execution of any documents on behalf of the Company and to represent the Company before any Governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

By order of the Board  
For Sharpline Broadcast Limited



Sanjeev Kumar Jha

Director

DIN: 02840583

Add: A-72, III Floor,

Pandav Nagar, New Delhi-110092

Date: 16.11.2022

Place: New Delhi

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## NOTES:

1. 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:
2. 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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [sharplinebroadcastlimited@gmail.com/compliances@skylinerta.com](mailto:sharplinebroadcastlimited@gmail.com/compliances@skylinerta.com) or click <http://www.skylinerta.com/EmailReg.php>.
3. 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 [\(sharplinebroadcastlimited@gmail.com\)/compliances@skylinerta.com](mailto:(sharplinebroadcastlimited@gmail.com)/compliances@skylinerta.com) click <http://www.skylinerta.com/EmailReg.php> ).
4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. In order to be effective the proxies should be received by the company at its registered office not less than 48 hours before the meeting. Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting, Proxies should fill in the attendance slip for attending the meeting.
6. Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
7. Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 of the Companies (Management and Administration) Rules, 2014, the Company is sending the Annual Report electronically on email addresses registered with the Depositories/the Company's Share Transfer Agent. For others the company will continue to send the printed Annual Reports as

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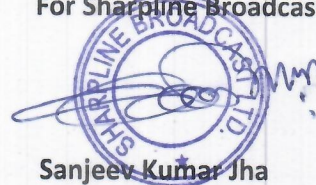
*CIN No. L22100DL1990PLC039464*

usual. Shareholders wishing to receive the Annual Report in electronic mode are requested to provide their email address to the Company's Share Transfer Agent.

8. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day till the date of the meeting.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from, Saturday, 18th September, 2021 to Wednesday, 29th September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
10. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to votes on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) though e-voting Services provided by National Securities Depository Limited (NSDL).

By order of the Board

For Sharpline Broadcast Limited



Sanjeev Kumar Jha

Director

DIN: 02840583

Add: A-72, III Floor,

Pandav Nagar, New Delhi-110092

Date: 16.11.2022

Place: New Delhi

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## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-**

The remote e-voting period begins on 12<sup>th</sup> December, 2022 at 09.00 A.M. and ends on 14<sup>th</sup> December, 2022 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. 08.12.2022, 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 08.12.2022.

### **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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in DEMAT mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting

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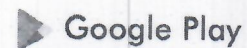
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page. Click on company name or **e-Voting service provider** i.e. **NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **"Register Online for IDeAS Portal"** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

2. 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.
3. 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**





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<p>Individual Shareholders holding securities in DEMAT mode with CDSL</p>	<ol style="list-style-type: none"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the DEMAT Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol>
<p>Individual Shareholders (holding securities in DEMAT mode) login through their depository participants</p>	<p>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</p>

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**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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting 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 :

<b>Manner of holding shares i.e. DEMAT (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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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 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'?
  - (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.**

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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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 General 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.

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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](mailto:csvivekkumar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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), AADHAR (self-attested scanned copy of Aadhar Card) by email to [sharplinebroadcastlimited@gmail.com](mailto: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), AADHAR (self-attested scanned copy of Aadhar Card)

# **SHARPLINE BROADCAST LIMITED**

*(Formerly known as Archit Holdings & Credits limited)*

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

*Email: [sharpbroadcastlimited@gmail.com](mailto:sharpbroadcastlimited@gmail.com)*

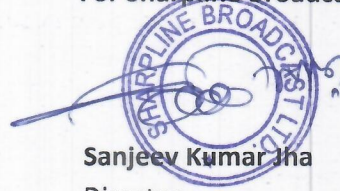
*CIN No. L22100DL1990PLC039464*

to ([sharpbroadcastlimited@gmail.com](mailto: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](mailto: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.

By order of the Board

**For Sharpline Broadcast Limited**



**Sanjeev Kumar Jha**

Director

DIN: 02840583

Add: A-72, III Floor,

Pandav Nagar, New Delhi-110092

Date: 16.11.2022

Place: New Delhi

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*CIN No.L22100DL1990PLC039464*

## **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, set out all material facts relating to the business under Item Nos. 1 to 3 of the accompanying notice dated November 16<sup>th</sup>, 2022.

### **ITEM NO. 1**

The proposed option for conversion of Inter corporate loans as contemplated in the resolutions of Item No. 2 and 3 will result in increase in paid-up capital of the Company. The present Authorized Share Capital of the Company is not sufficient to accommodate the proposed allotments, therefore, the Board of Directors propose to increase the Authorized Share Capital of the Company from the existing amount of Rs. 11,50,00,000/- (Rupees Eleven Crores Fifty Lacs only) divided into 1,15,00,000 (One Crore Fifteen Lacs only) Equity Shares of Rs. 10/- (Rupees ten only) each to **Rs. 25,00,00,000/- (Rupees Twenty Five Crores only)** divided into 2,50,00,000 (Two Crore Fifty Lacs only) Equity Shares of Rs. 10/- (Rupees ten only) each.

As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Consequently to increase in the authorised share capital, it is necessary to change the existing capital clause of the Memorandum and Articles of Association of the Company. It is, therefore proposed to alter the Memorandum of Association and Articles of Association of the Company, pursuant to Section 13 and Section 14 of the Companies Act, 2013 respectively. Therefore, the Board of Directors recommends the proposed resolution for your approval as a Special Resolution.

None of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred resolution:

### **ITEM NO. 2**

The Company requires financial assistance to continue the main objects smoothly and other purposes related to the Business. Since taking loan from banks and other financial institutions on interest puts extra burden on the Company, it was considered that secured/unsecured loan from other corporates

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*CIN No. L22100DL1990PLC039464*

may be taken upon such terms and conditions as may be stipulated in the financing documents and approved by the Board upto an extent of Rs. 15 Crores.

The Loan Agreements will be executed with the lenders having one of the conditions that during the period till the Loan is outstanding and/or extended period as defined in the Loan Agreement, the lender shall have right (but not obligation) to convert whole or part of the loan facility into fully paid up Equity Shares of the Company which shall rank pari-passu in all respects with the then Equity Shares of the Company, by issuing advance written notice of 30 days to the Company. On notice of Conversion, whole or part of the Loan Facility amount shall be converted into equity shares of the Company subject to the Applicable Laws in relation thereto.

Provided further, if at the time of conversion, the authorised share capital of the Company is not sufficient to accommodate the allotment of equity shares to the Lender, then the Company and the Promoters shall take all the necessary steps to increase the authorised share capital of the Company, thereby ensuring the effective conversion of the relevant Loan Facility amount in accordance with the terms of the Loan Agreement.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out.

## **ITEM NO. 3**

The Company has demanded and hence received financial assistance to by other corporates in past financial years by way of unsecured loans for which no interest was charged by them. The proposal of providing an option to these below mentioned Inter-corporate borrowings to convert into equity shares at their will was taken up by the Board of Directors at its meeting held on November 03, 2022, upon the request letter received from the respective lenders wherein they requested the Company to either repay their outstanding loan or to convert their loans in to Equity Shares/warrants. The Board, in its meeting, decided to convert the amount due towards the unsecured loan of under mentioned corporate creditors into the Equity Shares of the Company after approval from shareholders:



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S. No.	Name of Creditor	Amount in Rs.
1.	Graphic Ads Private Limited	50,50,000.00
2.	Sadhna Broadcast Limited	62,02,000.00
3.	KDM Business Network Private Limited	86,00,000.00
	<b>Total</b>	<b>1,98,52,000.00</b>

Further the Board has also considered that in view of current financial situation and liquidity position of the Company, it would be in the interest of the Company to convert the outstanding unsecured loans of the promoters into Equity Shares, which will enhance the Net worth and financial position of the Company. Therefore, the Board recommended providing an option to the mentioned corporate creditors for converting the outstanding Loans into equity shares on their will.

The terms and conditions for such conversion shall be decided and agreed upon between the Corporate Lenders and the Company at the time of actual conversion of loan amount into equity shares.

By order of the Board

For Sharpline Broadcast Limited



**Sanjeev Kumar Jha**

Director

DIN: 02840583

Add: A-72, III Floor,

Pandav Nagar, New Delhi-110092

Date: 16.11.2022

Place: New Delhi

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*CIN No. L22100DL1990PLC039464*

## **ATTENDANCE SLIP**

Extra Ordinary General Meeting

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

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

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

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

No. of Shares held : .....

I certify that I am a registered Shareholders/Proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the company to be held on  
Thursday, 15<sup>th</sup> December, 2022 at 01.00 P.M. at 37th Second Floor, Rani Jhansi Road Motia Khan,  
Paharganj, Delhi 110055

.....

.....

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

Member's/Proxy's

Note:

- (1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- (2) Member's Signatures should be in accordance with the specimen signatures registered with the Company
- (3) Please bring your copy of the Annual Report for reference at the Meeting

\* Applicable for Members holding shares in physical form.

# SHARPLINE BROADCAST LIMITED

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CIN No. L22100DL1990PLC039464

Form No. MGT - 11

## PROXY FORM

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

CIN: L22100DL1990PLC039464

Name of the Company: SHARPLINE BROADCAST LIMITED

Registered office: 37<sup>th</sup> Second Floor, Rani Jhansi Road Motia khan, Paharganj Delhi 110055

Name of the Member: Registered Address: E-mail Id: Folio No/ client ID DP ID:
---

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

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

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

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the company to be held on Thursday, 15<sup>th</sup> December, 2022 at 01.00 P.M. at 37th Second Floor, Rani Jhansi Road Motia khan, Paharganj Delhi 110055 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Increase in Authorised Share Capital of the Company
2. To receive Inter-corporate Loans and Investments with an option to convert into Equity Shares.
3. To provide an option to existing Inter-corporate Loans and Investments to convert into Equity Shares.

Signed this \_\_\_\_\_ day of 2022

Signature of shareholder

Signature of Proxy

\_\_\_\_\_  
\_\_\_\_\_

Affix  
Revenue  
Stamp

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