

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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,

The Members
Sharpline Broadcast Limited

Notice is hereby given that the Extra Ordinary General Meeting of the Members of SHARPLINE BROADCAST LIMITED will be held on Saturday, 15th April, 2023 at 1:00 p.m. through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") ("hereinafter referred to as "Electronic Mode") 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 re-enactment thereof) and rules made thereunder, the Authorised Share Capital of the Company be and is hereby increased from the existing amount of 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 to Rs. 27,50,00,000/- (Rupees Twenty-Seven Crores Fifty Lacs only) divided into 2,75,00,000 (Two Crore Seventy-Five 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. 27,50,00,000/- (Rupees Twenty-Seven Crores Fifty Lacs only) divided into 2,75,00,000 (Two Crore Seventy-Five Lacs only) Equity Shares of Rs. 10/- (Rupees ten) only."

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

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any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable."

Item no. 2: Issue of Equity shares to the creditors of Inter-Corporate Loans and Investments by way of conversion of unsecured loan of Rs. 14,25,00,000/- (Rupees Fourteen Crore Twenty-Five Lakhs only).

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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended from time to time, ("SEBI Takeover Regulations") and in accordance with listing agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed or proposed to be listed and any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India ("SEBI"), 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, applicable rules and regulations framed by Reserve Bank of India under the Foreign Exchange Management Act, 1999, (including any statutory modification or enactment thereof, for the time being in force), 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 create, issue and allot on preferential basis ("Preferential Issue") to the following creditors, being proposed allottees, utilizing the option to convert Inter corporate loans outstanding as on date into Equity Shares, subject to the approval of members in the General Meeting:

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Allottee Details

S. No.	Name of Proposed Allottee (Creditors)	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Amount of Loan (Against which the shares are to be allotted)	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottees will hold
1.	KDM Business Network Private Limited	Non-Promoter	AABCK3692A	NA	3,56,25,000	26,38,888	Non QIB	11.96
2.	Sharp eye Broadcasting Private Limited	Non-Promoter	AAOCS8090D	NA	3,56,25,000	26,38,888	Non QIB	11.96
3.	Virtual Business Solution Private Limited	Non-Promoter	AAFCV0106J	NA	3,56,25,000	26,38,888	Non QIB	11.96
4.	Sadhna Bio Oils Private Limited	Non-Promoter	AAKCS4057N	NA	3,56,25,000	26,38,888	Non QIB	11.96

The floor price of per equity share of the Company is valued at Rs. 13.38 by the registered valuer as per the report received on the relevant date, and therefore, the Company has decided to issue equity shares on preferential basis to the above mentioned proposed allottees at Rs. 13.50 per share ((where face value of share in Rs. 10 and premium amount is Rs. 3.50 per share).

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The Proposed Allottees are to be allotted equity aggregating to Rs. 14,24,99,952/- (Rupees Fourteen Crore Twenty-Four Lakhs Ninety-Nine Thousand Nine Hundred and Fifty-Two only) at a price Rs. 13.50 per share (where face value of share is Rs. 10 and premium amount is Rs. 3.50 per share, aggregating to Rs. 14,24,99,952/-) (Rupees Fourteen Crore Twenty-Four Lakhs Ninety-Nine Thousand Nine Hundred and Fifty-Two only) divided into 1,05,55,552 (One Crore Five Lacs Fifty-Five Thousand Five Hundred and Fifty-Two only) equity shares issued at Rs. 13.50 each, where Rs. 10,55,55,520/- (Rupees Ten Crores Fifty-Five Lacs Fifty-Five Thousand Five Hundred and Twenty only) is Share Capital amount and Rs. 3,69,44,432/- (Rupees Three Crores Sixty-Nine Lacs Forty-four Thousand Four Hundred and Thirty-Two only) is Securities Premium amount.*

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

I. In accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price (inclusive of premium) for the purpose of issue of Equity Shares is **16th March, 2023** which is the date falling 30 (Thirty) days prior to the date of Extra Ordinary General Meeting or such other date as may be prescribed in accordance with the SEBI ICDR Regulations.

II. That the said Equity Shares shall be issued and allotted by the Company to Proposed Allottees within a period of 3 months from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by any stock exchanges, regulatory authority or the Central Government, the allotment shall be completed within a period of 3 months from the date of such approval.

III. The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter VII of SEBI ICDR Regulations relating to Preferential Issues.

IV. The Equity Shares to be issued and allotted pursuant to the Preferential issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.

V. For the above referred allotment, the entire amount of the issue price per share is to be considered paid at the time of application.

VI. For the above referred allotment, the allotment of shares must be made in Dematerialized form.

VII. The Equity Shares so offered and issued to the Proposed Allottee, are being issued on conversion of the loan amount by such allottees to the Equity.

VIII. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.*

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"RESOLVED FURTHER THAT for the purpose of giving effect to the said Special Resolution u/s 62 r. w. 42 of the Act and other applicable provisions of the Act, the Board of Directors of the Company are hereby Authorized, subject to the approval of the members, to take such steps and to do all such acts, deeds, matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions /instructions as may be necessary to settle any question or difficulty for the offer /issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal /regulatory body , to be most beneficial to the company."

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby Authorized to determine the terms and conditions of the issue including face value, quantity, issue price (including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above Resolution, subject to the approval of the members."

"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 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, subject to the approval of the members."

"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."

"RESOLVED FURTHER THAT the amount of allotment of such equity shares shall be capitalized by converting the Loan Amount of such Creditors (Proposed Allottees) of the Company."

By order of the Board
For SHARPLINE BROADCAST LIMITED

SULABH DIKSHIT

Director

DIN: 07070194

Dated 16.03.2023

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NOTES:

1. The relevant explanatory statements pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special businesses set out as respective items of the accompanying notice are annexed herewith.
2. In view of the restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ("MCA"), has allowed companies to conduct Extraordinary General Meetings ("EGM") through VC/OAVM, without the physical presence of Members.
3. This EGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); the provisions of General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 5, 2020 and General Circular no. 20/2021 dated December 08, 2021 issued by the MCA (collectively referred to as "MCA Circulars").
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at **37th Second Floor, Rani Jhansi Road Motia Khan, Paharganj, Delhi Central, Delhi 110055**. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Pursuant to the provisions of the Companies Act, 2013 a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or Governing Body Resolution/Authorization Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by email at sharpbroadcastlimited@gmail.com.
7. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013.

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8. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Members may note that Notice has been uploaded on the website of the Company at <http://www.sharpbroadcast.in>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

THE INSTRUCTIONS FOR GENERAL MEETING THROUGH VC/ OAVM:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the 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 authorised 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,

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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 <http://sharpbroadcast.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Wednesday, 12th April, 2023 at 09.00 A.M. and ends on Friday, 14th April, 2023 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 8th April, 2023, 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 8th April, 2023.

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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.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.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.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

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	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. 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.2. 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 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.

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	<p>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.</p> <p>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.</p>
<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 or joining virtual meeting & voting during the meeting.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 22 55 33</p>

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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*** 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

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and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

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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 at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sharpbroadcastlimited@gmail.com.

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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 General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sharplinebroadcastlimited@gmail.com. The same will be replied by the company suitably.

By order of the Board
For SHARPLINE BROADCAST LIMITED



SULABH DIKSHIT
Director
DIN: 07070194
Dated 16.03.2023

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SHARPLINE BROADCAST LIMITED

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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, set out all material facts relating to the business under Item Nos. 1 to 3 of the accompanying notice dated Thursday, 16th March, 2023.

ITEM NO. 1

The proposed conversion of inter corporate loans as contemplated in the resolutions of Item No. 2 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 Authorised Share Capital of the Company from the existing amount of 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 to Rs. 27,50,00,000/- (Rupees Twenty-Seven Crores Fifty Lacs only) divided into 2,75,00,000 (Two Crore Seventy-Five 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. Consequent 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 required 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 may be taken upon such terms and conditions as may be stipulated in the financing

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documents and approved by the Members in their meeting held on 15th December, 2022, upto an extent of Rs. 15 Crores.

The Loan Agreements were 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.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution was passed by the members by way of a Special Resolution in their meeting held on 15th December, 2022.

Now the Board, upon the letter received from the mentioned creditors about utilising their option of conversion of loan to the equity, proposed in its meeting, held on 6th March, 2023 and 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:

S. No.	Name of Creditor	Amount in Rs.
1.	KDM Business Network Private Limited	3,56,25,000.00
2.	Sharp eye Broadcasting Private Limited	3,56,25,000.00
3.	Virtual Business Solution Private Limited	3,56,25,000.00
4.	Sadhna Bio Oils Private Limited	3,56,25,000.00
	Total	14,25,00,000.00

Further the Board has also considered that in view of the 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. 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.

The required disclosure as per 73(1) of SEBI ICDR Regulations regarding Proposed issue is as under:-

- 1) **Objects of this issue:** - The object of the issue is to meet the requirement of the loan agreement with the proposed allottees where the Company has given them option to convert the loan amount into equity shares. Also, this will result in a Equity-Debt ratio for the Company with a decrease in Liabilities.

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- 2) **Intention of Promoters /Directors /Key management persons to subscribe to the offer:**
 The proposed allottees does not belong to any promoter or promoter group. Also, none of the Promoters /Directors /Key management persons has shown interest in the said preferential issue.
- 3) **Shareholding pattern before and after the issue:-**
 The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

Sr. No.	Category	Pre issue		Post issue	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters Holding				
1	Indian Promoters	4980000	43.30	4980000	22.58
	Foreign Promoters	Nil	Nil	Nil	Nil
2	Persons Acting in Concert	Nil	Nil	Nil	Nil
	Sub-Total	4980000	43.30	4980000	22.58
B	Non-Promoters Holding				
1	Institutional investors	Nil	Nil	Nil	Nil
	Mutual Funds	Nil	Nil	Nil	Nil
	Banks, FIs, Insurance companies	Nil	Nil	Nil	Nil
	NRIS/OCBs	Nil	Nil	Nil	Nil
	FIs	Nil	Nil	Nil	Nil
	Sub-Total	Nil	Nil	Nil	Nil
2	Others				
	Private Body Corporate	19867	0.17	10575419	47.94
	Indian Public	6429702	55.91	6429702	29.15
	NRI	6547	0.06	6547	0.03
	Hindu Undivided Families	45877	0.40	45877	0.20
	Clearing Members	7	0.00	7	0.00
	LLP	18000	0.16	18000	0.08
	Sub-Total	6520000	56.70	17075552	77.42
	Grand Total	11500000	100.00	22055552	100.00

- 4) **Proposed Time within which the allotment shall be completed.**

The allotment of shares on Preferential basis shall be completed within 15 days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

- 5) **The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:**

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The proposed allottees are existing creditors of the Company and they approached us to exercise their power to convert their loan into the equity of the company. Subsequently the company approached the allottees to find out their intention to subscribe to preferential issue and the proposed allottees have given their consent to subscribe to the same.

The Proposed allottees do not have any pre-preferential shareholding in the Company.

6) Lock-In:

The equity shares to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI (ICDR) Regulations, 2018.

7) Change in the control or composition of the Board.

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

8) Price of the issue:-

The floor price of per equity share of the Company is valued at Rs. 13.38 by the registered valuer as per the report received on the relevant date, and therefore, the Company has decided to issue equity shares on preferential basis to the above mentioned proposed allottees at Rs. 13.50 per share ((where face value of share in Rs. 10 and premium amount is Rs. 3.50 per share).

9) Auditor's Certificate:-

The Certificate issued by Statutory Auditor, of the Company as to the Pricing of the issue and that this preferential issue of securities is being made in accordance with the guidelines on Preferential Allotment issued by SEBI will be placed before the shareholders at the Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days.

10) Minimum Price:

In view of the above, it is proposed to issue of 10555552 (One Crore Five Lacs Fifty-Five Thousand Five Hundred and Fifty Two only) equity shares each valued at Rs. 13.38 by the registered valuer as per the report received on the relevant date, and therefore, the Company has decided to issue equity shares on preferential basis to the above mentioned proposed allottees at Rs. 13.50 per share ((where face value of share in Rs. 10 and premium amount is Rs. 3.50 per share). This is not lower than the minimum issue price calculated in accordance with the criteria given under the SEBI ICDR Regulations, 2018 as amended from time to time.

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The Consent of the shareholders is being sought pursuant to the provision of section 81(1A) and other applicable provision of the companies Act, 1956, if any, and in terms of provisions of the Listing Agreements executed by the company with the Stock Exchange in India on which the company's shares are listed.

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.

By order of the Board
For SHARPLINE BROADCAST LIMITED



SULABH DIKSHIT

Director

DIN: 07070194

Dated 16.03.2023