

SHARPLINE BROADCAST LIMITED

(Regd. Off.: 38, Rani Jhansi Road Motia Khan, Paharganj, Delhi -110055)
Email: sharpinebroadcastlimited@gmail.com, Website: www.sharpinebroadcast.in
CIN No.: L22100DL1990PLC039464, Ph. No.: 01123552627

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-ordinary General Meeting of the Members of **SHARPLINE BROADCAST LIMITED** will be held on Thursday, 22nd January, 2026 at 12.00 p.m. through video conferencing (VC)/ other audio-visual means (OAVM) and the venue of the meeting shall be deemed to be conducted at Registered Office of the Company at **38, Rani Jhansi Road Motia Khan, Paharganj, Delhi 110055**, to transact the following business:

SPECIAL BUSINESS

Item no. 1: Issue of Equity Shares to the Creditors towards Conversion of Outstanding Unsecured Inter-Corporate Loans

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 Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies Rule , including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, the listing agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, SEBI, Stock Exchanges or any other statutory or regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof) to create, offer, issue and allot equity shares on a preferential basis to the creditors mentioned hereunder ("Proposed Allottees"), towards conversion of outstanding unsecured inter-corporate loans, in accordance with applicable laws.

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S. No.	Name of the Proposed Allottee	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	Permanent Account Number (PAN)	Amount of loan (Against which shares to be allotted)	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold
1	JMD Realtors Private Limited	Non - Promoter	AAFCJ9518G	Mr. Subhag Kumar Jain Partner of M/s Kaho Partnership Firm	AJCPJ3205H	5,00,00,000	38,46,153	Non-QIB	13.02
2	MP Infracon Private Limited	Non - Promoter	AAHCM0772D	Sonia Sharma	AYXPS7732P	4,00,00,000	30,76,923	Non-QIB	10.41
3	Bundella Fincap Limited	Non - Promoter	AAACB3200C	Mukesh Kumar Gupta	AAAPG3952H	3,60,00,000	27,69,230	Non-QIB	9.37
4	Sharp Eye Medicare Private Limited	Non - Promoter	AAOCS4725R	Amit Yadav	ACMPY0127G	4,00,00,000	30,76,923	Non-QIB	10.41

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- 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.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and in accordance with the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to finalize, determine and modify the terms and conditions of the Preferential Issue, including issue price, number of equity shares, manner of conversion, lock-in, listing, execution of documents, filing of returns, and to approach SEBI, Stock Exchanges and any other statutory or regulatory authority, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, subject to approval of the Members and applicable laws.”

“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.”

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By order of Board of Directors
For Sharpline Broadcast Limited



Sanjeev Kumar Jha
Whole Time Director
DIN: 02840583

Date: 26.12.2025
Place: New Delhi

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and General Circular No. 09/2023 dated September 25, 2023 and circular No. 09/2024 dated September 19, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.sharplinebroadcast.in. The Notice can also be accessed from the websites of the Stock

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Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

The remote e-voting period begins on **Monday, 19th January, 2026 at 09.00 A.M.** and ends on **Wednesday, 21st January, 2026 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. **Thursday, 15th January, 2026**, 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 **Thursday, 15th January, 2026**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-

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The Proposed Allotees shall be allotted equity shares aggregating to **Rs. 16,59,99,977/- (Rupees Sixteen Crore Fifty-Nine Lakh Ninety-Nine Thousand Nine Hundred and Seventy-Seven only)** against conversion of unsecured loans, and the **balance amount of Rs. 23/- arising due to rounding off shall be waived by the lenders.**

The said equity shares shall be issued at an issue price of **Rs. 13/- per equity share** (comprising **face value of Rs. 10/- per share and securities premium of Rs. 3/- per share**), aggregating to **1,27,69,229 (One Crore Twenty-Seven Lakh Sixty-Nine Thousand Two Hundred Twenty-Nine)** fully paid-up equity shares, out of which **Rs. 12,76,92,290/-** shall be credited to **Equity Share Capital Account** and **Rs. 3,83,07,687/-** shall be credited to the **Securities Premium Account**.

"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 V 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 **23rd December, 2025** 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 Allotees within 15 days from the date of passing of this resolution, subject to regulatory approvals, if any 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 15 days 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 V 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.

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	<p>Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. 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</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	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 &

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	<p>New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.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.cdsindia.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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdsindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

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

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

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.
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

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through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL Official at evoting@nsdl.co.in

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

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 sharpinebroadcastlimited@gmail.com.
2. In case shares are held in DEMAT mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [\(sharpinebroadcastlimited@gmail.com\)](mailto:sharpinebroadcastlimited@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.

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2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

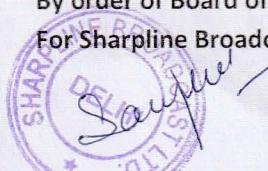
INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sharpinebroadcastlimited@gmail.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at sharpinebroadcastlimited@gmail.com between Tuesday, 30th December, 2025 (9.00 a.m. IST) and Wednesday, 21st January, 2026 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

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

By order of Board of Directors
For Sharpline Broadcast Limited



Sanjeev Kumar Jha
Whole Time Director
DIN: 02840583

Date: 26.12.2025
Place: New Delhi

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EXPLANATORY STATEMENT

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

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") set out all material facts relating to the business

ITEM NO. 1

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 documents and approved by the Members in their meeting held on 12th December, up to an extent of Rs. 16.60Crores.

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 7 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(1) (C) of the Companies Act, 2013, this resolution was passed by the members by way of a Special Resolution in their meeting held on 12th December, 2025. Now the Board, upon the letter received from the mentioned creditors about utilizing their option of conversion of loan to the equity, proposed in its meeting, held on 26th December, 2025 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:

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S. No.	Name of the Proposed Allottee	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	Permanent Account Number (PAN) of the beneficial owner/s of proposed allottee	Amount of loan (Against which shares to be allotted)	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold
1	JMD Realtors Private Limited	Non - Promoter	AAFCJ9518G	Mr. Subhag Kumar Jain Partner of M/s Kaho Partnership Firm	AJCPJ3205H	5,00,00,000	38,46,153	Non-QIB	13.02
2	MP Infracon Private Limited	Non - Promoter	AAHCM0772D	Sonia Sharma	AYXPS7732P	4,00,00,000	30,76,923	Non-QIB	10.41
3	Bundella Fincap Limited	Non - Promoter	AAACB3200C	Mukesh Kumar Gupta	AAAPG3952H	3,60,00,000	27,69,230	Non-QIB	9.37
4	Sharp Eye Medicare Private Limited	Non - Promoter	AAOCS4725R	Amit Yadav	ACMPY0127G	4,00,00,000	30,76,923	Non-QIB	10.41

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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 Non-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 163(1) of SEBI ICDR Regulations and Companies Act 2013 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 an Equity-Debt ratio for the Company with a decrease in Liabilities.

2. Maximum number of securities to be issued and price at which securities being offered

The Proposed Allottees shall be allotted equity shares aggregating to Rs. 16,59,99,977/- (Rupees Sixteen Crore Fifty-Nine Lakh Ninety-Nine Thousand Nine Hundred and Seventy-Seven only) and the balance amount of ₹23/- arising due to rounding off shall be waived by the lenders, at an issue price of Rs. 13/- per equity share (comprising a face value of Rs. 10/- and a securities premium of Rs. 3/- per equity share), divided into 1,27,69,229 (One Crore Twenty-Seven Lakh Sixty-Nine Thousand Two Hundred Twenty-Nine) fully paid-up equity shares.

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹12.82/- (Rupees Twelve Rupees and Eighty-Two Paise only).

3. 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.

4. Shareholding pattern before and after the issue: -

The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

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Sr. No.	Category	Pre Issue		Post Issue	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters Holding				
1	Indian				
	Individual	180000	1.07	180000	0.61
	Body Corporate	4800000	28.61	4800000	16.15
	Sub Total	4980000	29.68	4980000	16.86
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub-Total	-	-	-	-
B	Non-Promoters Holding				
1.	Institutional investors	Nil	Nil	Nil	Nil
2.	Non-Institutional investors				
	Private Body Corporate	5648667	33.67	1847896	62.33
	Director and Relative	Nil	Nil	Nil	Nil
	Indian Public	5632836	33.58	5632836	19.07
	Other (Including NRI)	516273	3.06	516273	1.74
	Sub-Total	11797776	70.32	2,45,67,005	83.14
	Grand Total	16777776	100	2,95,47,005	100

5. 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.

6. The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:

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.

S. No.	Name of Proposed Allottee (Creditors)	ultimate beneficial owner of the shares	No. of security to be allotted	Pre issue % of capital that	Post Issue % of capital that

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

S. No.	Name of Proposed Allottee (Creditors)	ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of security to be allotted	Pre issue % of capital that allottees will hold	Post Issue % of capital that allottees will hold
1	JMD Realtors Pvt. Ltd.	Mr. Subhag Jain Mr. Partner of M/s Kaho Partnership Firm	38,46,153	NIL	13.02
2	MP Infracon Pvt. Ltd	Sonia Sharma	30,76,923	NIL	10.41
3	Bundella Fincap Ltd	Mukesh Kumar Gupta	27,69,230	NIL	9.37
4	Sharp Eye Medicare Pvt Ltd	Amit Yadav	30,76,923	NIL	10.41

7. The Company undertakes that the it shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

8. The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

9. Neither the Company nor any of its promoters or directors are wilful defaulter and thus Disclosure in Schedule VI is not required.

10. 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.

11. 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.

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12. Price of the issue:-

The floor price of per equity share of the Company is valued at **Rs. 10.46/- per share** by the Registered Valuer as per the valuation report received by company on 25th December, 2025 from Mr. Rupinder Kaur, and the **minimum issue price as determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018** is **Rs. 12.82/- per**, and therefore, the Company has decided to issue equity shares on preferential basis to the above mentioned proposed allottees at Rs. 13 per share (where face value of share is Rs. 10 and premium amount is Rs. 3 per share).

13. 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.

In compliance with the Regulation 163(2) of SEBI ICDR, the Company shall place a copy of the certificate of the Company Secretary in Practice before the general meeting of the shareholders considering the proposed preferential issue, certifying that the issue is being made in accordance with the requirements of these regulations. certificate is also available for inspection at the Registered Office of the company during the business hours on any working days. It can also be accessed on the company's Website <http://sharplinebroadcast.in/>.

14. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

The Company requires financial assistance to effectively carry on its main objects and other business-related activities. Raising funds through additional borrowings from banks and financial institutions would increase the Company's interest burden and affect its financial stability.

In order to strengthen the capital structure and reduce debt obligations, the Company has obtained secured/unsecured loans from certain corporates under terms mutually agreed upon in the respective financing agreements. These loans are proposed to be converted into equity shares of the Company by way of a **preferential allotment**. The conversion will be subject to the approval of the shareholders through this Special Resolution.

The total amount of loans proposed to be converted into equity is up to **₹16.60 Crores**. The issue price of the equity shares has been determined based on the valuation report provided by a **Registered Valuer** in

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accordance with the provisions of the Companies Act, 2013, and SEBI (ICDR) Regulations, 2018. The valuation report ensures that the pricing is fair and in the interest of the Company and its shareholders. This method of conversion will:

1. Reduce the interest burden on the Company.
2. Improve the net worth and financial health of the Company.
3. Align the interests of lenders with the long-term growth of the Company.

Valuation Report pursuant to Regulation 166A of the SEBI ICDR Regulations is duly prepared by a Registered Valuer duly appointed by the Board and the same 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. It can also be accessed on the company's Website <http://sharpinebroadcast.in/>.

The Details of the Valuer who has signed the Valuation Report is:

Name: Rupinder Kaur

Designation: CA and Registered Valuer (Securities or Financial Assets)

IBBI Registration No.: IBBI/RV/06/2023/15227

ICAI Membership No.: 418052

Address: F-1, Basement, Lajpat Nagar-1, Delhi-110024

Contact: 88106-11607

Email ID: carupinderkaur@gmail.com

15. Relevant Date

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Tuesday, December 23, 2025, being the working day preceding the date that is 30 (Thirty) days prior to the date of shareholders meeting, to consider and approve the proposed Preferential Issue.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

During the year, the Company has not made any allotment on preferential basis till date.

17. Principal terms of assets charged as securities

Not applicable.

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18. Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

19. Minimum Price:

In view of the above, it is proposed to issue **1,27,69,229 (One Crore Twenty-Seven Lakh Sixty-Nine Thousand Two Hundred Twenty-Nine only) equity shares**. The equity shares have been valued at **Rs. 10.46/- per share** by the Registered Valuer as per the valuation report received on the relevant date, and the **minimum issue price as determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018** is **Rs. 12.82/- per share**. Accordingly, the Company has decided to issue the equity shares on a preferential basis to the above-mentioned proposed allottees at an issue price of **Rs. 13/- per equity share** (comprising a face value of **Rs. 10/-** and a securities premium of **Rs. 3/- per share**), which is **not lower than the minimum issue price** calculated in accordance with the SEBI ICDR Regulations, 2018, as amended from time to time.

20. Other Disclosures/ Undertaking

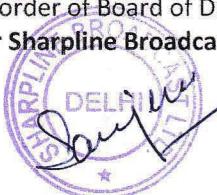
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- The Company shall be making application seeking in-principal approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

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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 Board of Directors
For Sharpline Broadcast Limited



Sanjeev Kumar Jha
Whole Time Director
DIN: 02840583

Date: 26.12.2025
Place: New Delhi