

SHARP CHUCKS AND MACHINES LIMITED

Formerly SHARP CHUCKS AND MACHINES PVT.LTD.
Regd. Office : A- 12, Industrial Development Colony, Jalandhar - 144 012 (Pb.)
E-mail : dispatch@sharpchucks.com accounts@sharpchucks.com

GSTIN :03AACCS0690M1ZB
CIN: U27106PB1994PLC014701

Tel. 0181-2610341 , 2611763
Telefax : 0181-2610344
Website : www.sharpchucks.com

Tuesday 05 March 2024

To,
National Stock Exchange of India Ltd.,
Exchange Plaza,
C-1, Block G, Bandra Kurla Complex,
Bandra (E) Mumbai – 400 051

Sub. -: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015- Notice of Extra-Ordinary General Meeting

Ref. -: Company Code – SCML

Dear Sir/Madam,

We wish to inform you that the Meeting of the Members of M/s Sharp Chucks and Machines Limited to be held on Friday, March 29, 2023 at 3.00 P.M. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) also find attached herewith the Notice of the Extra Ordinary General Meeting.

The Notice is being dispatched electronically to those Members whose Email IDs are registered with the Company / M/s. Skyline Financial Services Private Limited of the Company and with the Depositories as on Friday, March 22, 2024 ("cut-off date").

The Notice of the Extra Ordinary General Meeting has also been uploaded on the Company's website and can be accessed at www.sharpchucks.com

This is for your information and record

Thanking you,

Yours faithfully,

For Sharp Chucks and Machines Limited

Rajat Kathpalia
Company Secretary and Compliance Officer



MANUFACTURERS & EXPORTERS OF
"SHARP" PRECISION SELF CENTERING LATHE CHUCKS, DRILL CHUCKS,
INDEPENDENT CHUCKS & CUSTOMISED CASTING

SHARP CHUCKS AND MACHINES LIMITED

Formerly SHARP CHUCKS AND MACHINES PVT.LTD.
Regd. Office : A- 12, Industrial Development Colony, Jalandhar - 144 012 (Pb.)
E-mail : dispatch@sharpchucks.com accounts@sharpchucks.com

GSTIN : 03AACCS0690M1ZB
CIN: U27106PB1994PLC014701

Tel. 0181-2610341 , 2611763
Telefax : 0181-2610344
Website : www.sharpchucks.com

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF -SHARP CHUCKS AND MACHINES LIMITED WILL BE HELD ON FRIDAY, 29TH DAY OF MARCH, 2024 AT 03:00 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VIDEO MEANS (OVAM) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Item No.1

Revision of Managerial Remuneration of Mr. Ajay Sikka (DIN-00665858), Managing Director of the company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company and subject to approvals as may be required, the consent of the Members be and is hereby accorded to revise and increase the remuneration payable to Mr. Ajay Sikka –Managing Director, from Rs. 18 Lakhs (Rupees Eighteen Lakhs Only) p.a. to Rs. 48 Lakhs (Rupees Forty-Eight Lakhs Only) p.a. with effect from October 1, 2023, till the remainder of his term.”

“RESOLVED FURTHER THAT all the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms and returns with the Registrar of Companies, as may be required to give effect to the foregoing resolution.”

Item No. 2

Revision of Managerial Remuneration of Mrs. Gopika Sikka (DIN-00665904), Whole Time Director of the company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014



MANUFACTURERS & EXPORTERS OF
“SHARP” PRECISION SELF CENTERING LATHE CHUCKS, DRILL CHUCKS,
INDEPENDENT CHUCKS & CUSTOMISED CASTING

(including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company and subject to approval as may be required, the consent of the Members be and is hereby accorded to revise and increase the remuneration payable to Mrs. Gopika Sikka – Whole Time Director, from Rs. 9 Lakhs (Rupees Nine Lakhs Only) p.a. to Rs. 24 Lakhs (Rupees Twenty-Four Lakhs Only) p.a. with effect from October 1, 2023, till the remainder of his term.”

“RESOLVED FURTHER THAT all the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms and returns with the Registrar of Companies, as may be required to give effect to the foregoing resolution.

Item No. 3

Approval for enhancement of Borrowing Limits 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 in pursuance of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act 2013, consent of the members of the company be and is hereby accorded to the Board of Directors to borrow from time to time all such sums of money as it may deem requisite or paper for the purpose of the business of the company notwithstanding that the moneys to be borrowed by the company together with the money if any already borrowed by the company (neither of which shall include the temporary loans if any obtained from the Company’s banker in the ordinary course of business) provided that the maximum amount of money so borrowed by the Board shall not at any time exceeds Rs.100 crores(Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

By Order of the Board of Directors

FOR SHARP CHUCKS AND MACHINES LIMITED

Rajat Kathpalia
Company Secretary

Date:05.03.2024
Place:JALANDHAR

Registered Office
A-12, Industrial Development Colony
Jalandhar-144012, Punjab

Notes:

1. For the purpose of the Companies Act, 2013 (“Act”), the proceedings of the meeting shall be deemed to take place at A-12, Industrial Development Colony Jalandhar
2. The Statement as required under Section 102 of the Companies Act, 2013 (“the Act”) is annexed to the Notice.
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 and General Circular No. 3/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs issued by the MCA (collectively referred to as “MCA Circulars”); and SEBI Circular dated May 13, 2022, ref SEBI/HO/CFD/CMD2/CIR/P/2022/62.
4. The helpline number regarding any query/assistance for participation in the EGM through VC/OAVM is Tel: at 022 - 4886 7000 and 022 - 2499 7000
5. Since, the EGM is being conducted through VC/OAVM; there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
6. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the EGM. However, the participation of members holding 2% or more is not restricted on first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
7. Members can raise questions during the meeting or in advance at cs@sharpchucks.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
8. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra-Ordinary General Meeting is annexed hereto.
9. Institutional / Corporate Shareholders (i.e. other than individuals / NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to cs@sharpchucks.com.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agent of the Company ("RTA") in case the shares are held in physical form.

Registration of Email Id:

a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.

b) In case the shareholder has not registered his/her/their emails address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:

i. Kindly log in to the website of the RTA, namely, Skyline Financial Services Private Limited , www.skylinerta.com under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR

ii. In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

iii. Alternatively, Members may send an e-mail request to the email id: info@skylinerta.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio.

12. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on Friday 22nd March , 2024 being the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting during the EGM. Persons who are not Members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.

13. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company

14. The remote e-voting period begins on , March 26, 2023 at 9.00 A.M. (IST) and ends on March 28, 2023 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by Skyline Financial Services Private Limited for voting thereafter. A person who is not a Member as on the cut-off date shall treat this notice for information purpose only.

15. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company through an email on cs@sharpchucks.com

16. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time, for smooth conduct of the EGM. The Company has also provided the facility to the Members to

ask questions to the panellist via active chat-board during the EGM and the same would be responded by the Company appropriately

17. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.

18. The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by Skyline Financial Services Private Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.

19. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) i.e. Skyline Financial Services Private Limited quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized (electronic) form may update such details with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.

20. Pursuant to MCA Circulars, a designated email address i.e., edp@sharpchucks.com has been created by the company so that the Members can convey their vote, when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the RTA/DP.

21. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at Extra-Ordinary General Meeting of the Company by electronic means through E-voting facility provided by Skyline Financial Services Private Limited.

22. Mr.Suraj, Practicing Company Secretary have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The detailed instructions for e-voting are given as a separate attachment to this notice

23. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at <https://sharpchucks.com/> and on the website of Skyline Financial Services Private Limited at <https://skylinerta.com> immediately after the declaration of Result by the Chairman or any person authorized by him in writing and communicated to NSE.

E- VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the Extra-Ordinary general Meeting (EGM) by electronic means and the business

may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the EGM, (“remote e-voting”) will be provided by Skyline Financial Services Private Limited.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In Conformity with the Provisions of Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the items of special business of the Notice and the same should be taken as forming part of the notice.

Item No. 1

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 05.03.2024 approved the revision of remuneration payable to Mr. Ajay Sikka, Managing Director of the Company effective from 01st October, 2023. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Ajay Sikka as mentioned below.

Terms and Conditions:

A. REMUNERATION:

1. Salary at the rate of :

Rs. 4,00,000/- per month.

2. Perquisites:

- i) Rent free furnished accommodation & other incidental charges.
- ii) Medical Reimbursement: Reimbursement of actual medical expenses incurred in India and / or abroad for self and family.
- iii) Company’s contribution towards Provident Fund, Superannuation Fund or annuity as per the Rules of the Company: 12 % of the Basic pay.
- iv) Gratuity as per provisions for each completed year of service.
- v) Provision of car provided by the Company, and all the expenses to be spent for the maintenance of the same and expense of telephone at residence.
- vii) Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.
- viii) The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine

The Board of Directors in their meeting held on 05.03.2024 proposed to increase remuneration payable to Mr. Ajay Sikka , subject to approval of members of the Company. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of remuneration to Mr. Ajay Sikka, Managing Director/ Chairman.

Accordingly, the Board recommends the resolution set forth in Item No. 1 relating to increase in the managerial remuneration payable to Mr. Ajay Sikka, Managing Director/Chairman, by way of Special Resolution.

Except Mr. Ajay Sikka and Mrs Gopika Sikka, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Information about the Managing Director as prescribed under the provisions of the Companies Act 2013:

General Information

1	Nature of Industry	Manufacturing of Casting ,Forging and Machine Tools products
2	Date or expected date of commencement of commercial production	The company was incorporated on 10.06.1994
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4	Financial performance based on given indicators	It is to note that his compensation as Managing Director is far lower than others in the same role at comparable companies.
5	Foreign Investments or collaborations, if any	NA

Information about the Managing Director:

1	Background details	Mr. Ajay Sikka is the Managing director of company and associated with since year 1994
2	Past Remuneration	Rs.18,00,000 P.A.
3	Recognition or awards	Under his guidance and supervision, the company has been awarded several times.
4	Job profile and his suitability	Mr. Ajay Sikka is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Ajay Sikka has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, sales and customer development, marketing, corporate.
5	Remuneration Proposed	As stated in the Explanatory Statement at Item No.1 of this Notice.`

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	NA
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Promoter and Shareholder of the Company

Other Information

1	Reasons of loss or inadequate profits	NA
2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales. The Tractor Industry showed considerable hike in demand and business results.
3	Expected increase in productivity and profits in measurable terms	The Company is targeting to enhance the productivity with the enhanced capacity at different locations, which will help to raise the profits in large numbers

Item No. 2

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 05.03.2024 approved the revision of remuneration payable to Mrs. Gopika Sikka, Whole time Director of the Company effective from 01st October, 2023. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mrs Gopika Sikka as mentioned below.

Terms and Conditions:

A. REMUNERATION:

1. Salary at the rate of :

Rs. 2,00,000/- per month.

2. Perquisites:

i) Rent free furnished accommodation & other incidental charges.

ii) Medical Reimbursement: Reimbursement of actual medical expenses incurred in India and / or abroad for self and family.

iii) Company's contribution towards Provident Fund, Superannuation Fund or annuity as per the Rules of the Company: 12 % of the Basic pay.

- iv) Gratuity as per provisions for each completed year of service.
- v) Provision of car provided by the Company, and all the expenses to be spent for the maintenance of the same and expense of telephone at residence.
- vii) Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.
- viii) The Director shall be entitled to such increment from time to time as the Board may by its discretion determine

The Board of Directors in their meeting held on 05.03.2024 to increase remuneration payable to Mrs. Gopika Sikka, subject to approval of members of the Company. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of Special resolution, for payment of remuneration to Mrs. Gopika Sikka, Whole Time Director of the Company.

Accordingly, the Board recommends the resolution set forth in Item No. 2 relating to increase in the managerial remuneration payable to Mrs. Gopika Sikka, Director, by way of Special Resolution.

Except Mrs. Gopika Sikka and Mr Ajay Sikka, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Information about the Director as prescribed under the provisions of the Companies Act 2013:

General Information:

1	Nature of Industry	Manufacturing of Casting ,Forging and Machine Tools products
2	Date or expected date of commencement of commercial production	The company was incorporated on 10.06.1994
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4	Financial performance based on given indicators	It is to note that her compensation as Director is far lower than others in the same role at comparable companies.
5	Foreign Investments or collaborations, if any	NA

Information about the Whole Time Director:

1	Background details	Mrs. Gopika Sikka is the Whole Time Director of company and associated with since year 2013
2	Past Remuneration	Rs.9,00,000 P.A.
3	Recognition or awards	Under her guidance and supervision, the company has been awarded several times.

4	Job profile and his suitability	Mrs. Gopika Sikka is having expertise in administrative and financial matters, she has excellent leadership qualities that lead their middle managers. Intelligence, people skills and the ability to read situations and influence people. She also conducts performance reviews and develop strategic plans for improving professional development and streamlining human resources workflows.
5	Remuneration Proposed	As stated in the Explanatory Statement at Item No.2 of this Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	NA
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Promoter and Shareholder of the Company

Other Information

1	Reasons of loss or inadequate profits	NA
2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales. The Tractor Industry showed considerable hike in demand and business results.
3	Expected increase in productivity and profits in measurable terms	The Company is targeting to enhance the productivity with the enhanced capacity at different locations , which will help to raise the profits in large numbers

ITEM NO 3.

That the Board of Directors of the Company for the purposes of the business of the Company wants to increase borrowing limits in the ordinary course of business from banks and financial institutions from Rs.50 crores to Rs. 100 Crores

The provisions of Section 180(1) (c) of the Companies Act 2013, provide that the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate

of its paid-up share capital and free reserves, apart from the temporary loans obtained from the Company's banker in the ordinary course of business only with the consent of the Members by special resolution.

Therefore, an extra ordinary General Meeting has been called to authorize the board of directors to borrow money as provided in the Special Resolution given in the Notice of Meeting with or without modification.

Accordingly, the Board recommends the resolution set forth in Item No. 3 relating to increase in the borrowing powers, by way of Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, in the proposed resolutions.

By Order of the Board of Directors

FOR SHARP CHUCKS AND MACHINES LIMITED

Rajat Kathpalia

Company Secretary

Date:05.03.2024

Place:JALANDHAR

Registered Office

A-12, Industrial Development Colony

Jalandhar-144012, Punjab

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, 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.sharpchucks.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com 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.

8. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 22/03/2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 22/03/2024 may follow steps mentioned in the Notice of the EGM under “Access to NSDL e-Voting system”.

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

The remote e-voting period begins on 26/03/2024 at 9.00 A.M. and ends on 28/03/2024 at 5.00 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. 22/03/2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22/03/2024.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
----------------------	--------------

Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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>
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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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 & 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<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 022 - 4886 7000 and 022 - 2499 7000</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>

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 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.
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 srjkumar.123@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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Mr. Abhishek Mishra) 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 cs@sharpchucks.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 cs@sharpchucks.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. Alternati shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and 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 cs@sharpchucks.com. The same will be replied by the company suitably.
6. Member can send their request on cs@sharpchucks.com to register name as a speaker by sending their request in **advance at least 7 days prior to meeting**. These queries will be replied to by the company suitably by email.