SHARP CHUCKS AND MACHINES LIMITED

Formerly SHARP CHUCKS AND MACHINES PVT.LTD.

Regd. Office: A-12, Industrial Development Colony, Jalandhar - 144 012 (Pb.)

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GSTIN:03AACCS0690M1ZB CIN: L27106PB1994PLC014701

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2ND CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING DATED 26.04.2024 DISPATCHED ON 26.04.2024 TO THE SHAREHOLDERS OF THE COMPANY

To,
The Members of **Sharp Chucks and Machines Limited**

This has reference to the Notice of Extra-ordinary General Meeting dated 26th April, 2024 and Corrigendum Notice 1 to the Notice of EGM dated 30th April,2024 (herein after collectively referred to as "EGM Notice") was dispatched to the Shareholders of the Company on April 26th , 2024, and April 30th , 2023, respectively , scheduled to be held on Saturday, 18th May 2024 at 03:00 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to the applicable provisions of the Companies Act, 2013 ("Companies Act"), read with applicable rules of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification or reenactment thereof, for the time being in force), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations.

Pursuant to the power empowered to the Board in the Board meeting held on 24th April 2024, in relation to the preferential issue, to take necessary decision to settle any question, difficulty or doubt that may arise subsequently in respect of the issue and in continuation of corrigendum of Notice of Extra Ordinary General Meeting dated 30.04.2024, the Company through this communication wishes to bring to the notice of the Shareholders, following alterations/modifications in the said Notice through this corrigendum to all the stakeholders/shareholders:

On and from the date hereof, the Notice of Extra Ordinary General Meeting shall always be read in conjunction with the corrigendum to the Original Notice dispatched to the members of the Company on 30.04.2024 and this corrigendum ("Corrigendum") which are also being uploaded on the website of the Company at www.sharpchucks.com and on the website of National Securities Depository Limited at https://nsdl.co.in/faqs/faq.php and Stock Exchange i.e. http://www.nseindia.com/.

It may be please note that all other particulars such as issue size, issue price, maximum number of equity shares to be issued and all other details remains unchanged.

For the sake of utmost clarity and have better understanding, the Company through this communication wishes to bring to the notice of the Shareholders, following changes in the said Notice of Extra Ordinary General meeting:

Content of Resolutions / Explanatory Statement in Modifications / Clarifications made

1. Resolution No. 01 - To approve issuance of Equity Shares on a Preferential Basis to Specified Investors ----- offer, issue and allot on a preferential basis, from time to time, in one or more tranches for issue of upto 7,50,000 (Seven Lakh Fifty Thousand) fully paid-up Equity Shares of the Company, at a price of Rs. 76.12/-(Runees Seventy six and twelve paica only) per Equity

the Notice

from time to time, in one or more tranches for issue of upto 7,50,000 (Seven Lakh Fifty Thousand) fully paid-up Equity Shares of the Company, at a price of Rs. 76.12/-(Rupees Seventy six and twelve paisa only) per Equity Share (including a Premium of Rs. 66.12- (Rupees Sixty Six and twelve paisa only) per Equity Share aggregating upto Rs. 5,70,90,000/- (Rupees Five Crore Seventy Lac Ninety Thousand only) and on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members:

Resolution No. 01 - To approve issuance of Equity Shares on a Preferential Basis to Specified Investors

----------- offer, issue and allot on a preferential basis, from time to time, in one or more tranches for issue of upto 7,50,000 (Seven Lakh Fifty Thousand) fully paid-up Equity Shares of the Company, at a price of Rs. 76.12/- (Rupees Seventy-six and twelve paisa only) per Equity Share (including a Premium of Rs. 66.12-(Rupees Sixty Six and twelve paisa only) per Equity Share aggregating upto Rs. 5,70,90,000/- (Rupees Five Crore Seventy Lac Ninety Thousand only) and on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members:

Name o Category Proposed Allottee Shares proposed to be Allotted Kashni Non- 1,00,000 Rapoor Promoter Deepak Non- 25,000 Promoter Anubha Non- 10,000 Dusad Promoter Ltd Manish Non- 1,20,000 Rorover Promoter Amit I Non- 99,000 Promoter Noida Non- 20,000 Promoter Noida Non- 20,000 Promoter Noida Non- 20,000 Promoter Noida Non- 20,000 Promoter Ltd Hridya Non- 20,000 Promoter Ltd Non Amita Non- 10,000 Rocel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter Total 7,50,000	-			
Allottee Shares proposed to be Allotted Kashni Non- 1,00,000 Kapoor Promoter Deepak Non- 25,000 Tayal Promoter Anubha Non- 10,000 Dusad Promoter Oregano Life Pv Ltd Manish Non- 1,20,000 Grover Promoter Amit Non- 99,000 Dangi Promoter Noida Non- 20,000 Holdings Pvt Ltd Hridya Non- 20,000 Cars Pv Ltd Non- 10,000 Goel Promoter Anuj Non- 10,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter I (Rupees) (Rupees) (Rupees) (Rupees)	- 100	Category	Maximum no	Maximum
Kashni Non- 1,00,000 Kapoor Promoter Deepak Non- 25,000 Tayal Promoter Anubha Non- 10,000 Dusad Promoter Oregano Non- 1,20,000 Life Pv Promoter Ltd Non- 99,000 Dangi Promoter Noida Non- 20,000 Holdings Promoter Pvt Ltd Hridya Non- 20,000 Cars Pv Ltd Non- 1,00,000 Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter			• •	Consideration
Kashni Non- Kapoor Promoter Deepak Non- Tayal Promoter Anubha Non- Dusad Promoter Oregano Non- Life Pv Promoter Amit Non- Dangi Promoter Noida Non- Holdings Pvt Ltd Hridya Non- Cars Pv Ltd Non- Amita Non- Goel Promoter Anuj Non- Shantilal Badjate Paridhi Non- Badjate Paridhi Non- Promoter Allotted 1,00,000 1,0000 1,0000 1,00,000 Allotted 1,00,000 1,00,000 1,00,000 1,00,000 Ano- 26,000 Lunawat Promoter Shifali Non- Mehta Promoter I 1,00,000 I 1,00,000 Ano- Ano- Ano- Ano- Ano- Ano- Ano- Ano	Allottee		Shares	(Rupees)
Kashni Kapoor Promoter Deepak Non- 25,000 Tayal Promoter Anubha Non- 10,000 Dusad Promoter Oregano Non- 1,20,000 Life Pv Promoter Ltd Manish Non- 1,20,000 Grover Promoter Amit Non- 99,000 Dangi Promoter Noida Non- 20,000 Holdings Promoter Pvt Ltd Hridya Non- 20,000 Cars Pv Ltd Non- 10,000 Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter			1 1	
Kapoor Promoter Deepak Non- Tayal Promoter Anubha Non- Dusad Promoter Oregano Non- Life Pv Promoter Ltd Manish Non- Grover Promoter Noida Non- Holdings Pvt Ltd Hridya Non- Cars Pv Ltd Non- Amita Non- Goel Promoter Anuj Non- Shantilal Promoter Anuj Non- Shantilal Promoter Paridhi Non- Lunawat Promoter Shifali Non- Mehta Promoter Shifali Non- Tayal Promoter 10,0000 10,0000 10,			Allotted	
Deepak Non- Tayal Promoter Anubha Non- Dusad Promoter Oregano Non- Life Pv Promoter Ltd Manish Non- Grover Promoter Noida Non- Holdings Pvt Ltd Hridya Non- Cars Pv Ltd Non- Amita Non- Goel Promoter Anuj Non- Shantilal Badjate Paridhi Non- Pangiate Paridhi Non- Shantilal Non- Lunawat Promoter Shifali Non- Tayal Promoter 10,000 25,000 1,20,000 1,20,000 20,000 20,000 20,000 1,00,000 1,00,000 20,	Kashni	Non-	1,00,000	
Tayal Promoter Anubha Non- 10,000 Dusad Promoter Oregano Non- 1,20,000 Life Pv Promoter Ltd Manish Non- 1,20,000 Grover Promoter Amit I Non- 99,000 Dangi Promoter Noida Non- 20,000 Holdings Promoter Pvt Ltd Hridya Non- 20,000 Cars Pv Promoter Ltd Non Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Kapoor	Promoter		
Anubha Non- Dusad Promoter Oregano Non- Life Pv Promoter Ltd Manish Non- Grover Promoter Amit I Non- Dangi Promoter Noida Non- Holdings Promoter Ltd Non- Cars Pv Ltd Hridya Non- Ltd Non- Amita Non- Goel Promoter Anuj Non- Shantilal Badjate Paridhi Non- Lunawat Promoter Shifali Non- Non- Oregano 1,20,000 1,20,000 20,000 20,000 20,000 1,00,000 1,00,000 26,000 1,00,000	Deepak	Non-	25,000	
Dusad Promoter Oregano Life Pv Promoter Ltd Manish Non- Grover Promoter Amit I Non- Dangi Promoter Noida Non- Holdings Promoter Ltd Hridya Non- Cars Pv Promoter Ltd Non Amita Non- Goel Promoter Anuj Non- Shantilal Badjate Paridhi Non- Lunawat Promoter Shifali Non- Life Pv Promoter I,20,000 1,20,000 20,000 20,000 20,000 1,00,000 1,00,000 26,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000 1,00,000	Tayal	Promoter		
Oregano Life Pv Promoter Ltd Manish Grover Promoter Amit I Non- Dangi Promoter Noida Non- Holdings Promoter Pvt Ltd Hridya Non- Cars Pv Ltd Non Amita Non- Goel Promoter Anuj Non- Shantilal Badjate Paridhi Non- Lunawat Promoter Shifali Non- Shantilal Promoter Shifali Non- Ltd Non- Ltd Non- Ltd Non- Ltd Non- Shantilal Promoter Shifali Non- Mehta Promoter 1,20,000 1,20,000 20,000 20,000 1,0000 1,0000 20,	Anubha	Non-	10,000	
Life Pv Promoter Ltd Manish Non- 1,20,000 Grover Promoter Amit I Non- 99,000 Dangi Promoter Noida Non- 20,000 Holdings Promoter Pvt Ltd Hridya Non- 20,000 Cars Pv Promoter Ltd Non Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Dusad	Promoter		
Life Pv Promoter Ltd Manish Non- 1,20,000 Grover Promoter Amit I Non- 99,000 Dangi Promoter Noida Non- 20,000 Holdings Promoter Pvt Ltd Hridya Non- 20,000 Cars Pv Promoter Ltd Non Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Oregano	Non-	1,20,000	
Manish Grover Promoter Amit F Non- 99,000 Dangi Promoter Noida Non- 20,000 Holdings Promoter Pvt Ltd Hridya Non- 20,000 Cars Pv Promoter Ltd Non Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	_	Promoter		
Grover Promoter Amit Non- 99,000 Dangi Promoter Noida Non- 20,000 Holdings Promoter Pvt Ltd Hridya Non- 20,000 Cars Pv Promoter Ltd Non Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Ltd			
Grover Promoter Amit I Non- Dangi Promoter Noida Non- Holdings Promoter Pvt Ltd Hridya Non- Cars Pv Promoter Ltd Non Amita Non- Goel Promoter Anuj Non- Shantilal Promoter Badjate Paridhi Non- Lunawat Promoter Shifali Non- Mehta Promoter Amit I Non- Shantilal Promoter Shifali Non- Lunawat Promoter I Non- Shantilal Promoter I Non	Manish	Non-	1,20,000	
DangiPromoterNoida Holdings Pvt LtdNon- Promoter20,000Hridya Cars Ltd NonNon- Promoter20,000Amita GoelNon- Promoter10,000Anuj Shantilal BadjateNon- Promoter1,00,000Paridhi LunawatNon- Promoter26,000Lunawat Shifali MehtaNon- Promoter1,00,000	Grover	Promoter		
DangiPromoterNoida Holdings Pvt LtdNon- Promoter20,000Hridya Cars Ltd NonNon- Promoter20,000Amita GoelNon- Promoter10,000Anuj Shantilal BadjateNon- Promoter1,00,000Paridhi LunawatNon- Promoter26,000Lunawat Shifali MehtaNon- Promoter1,00,000	Amit I	Non-	99,000	
Noida Non- Holdings Promoter Pvt Ltd Hridya Non- Cars Pv Promoter Ltd Non Amita Non- Goel Promoter Anuj Non- Shantilal Promoter Badjate Paridhi Non- Lunawat Promoter Shifali Non- Mehta Promoter 1,00,000 20,000 10,000 1,00,000 26,000 1,00,000 1,00,000 1,00,000	Dangi	Promoter	,	
Holdings Pvt Ltd Hridya Non- Cars Pv Ltd Non Amita Non- Goel Promoter Anuj Non- Shantilal Badjate Paridhi Non- Lunawat Promoter Shifali Non- Mehta Non- 1,00,000 26,000 Lunavat Promoter 1,00,000 Anuj Non- Lunawat Promoter 1,00,000 1,00,000 1,00,000 1,00,000	Noida	Non-	20,000	
Hridya Cars Pv Promoter Ltd Non Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Holdings	Promoter	,	
Cars Pv Ltd Non Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Pvt Ltd			
Cars Pv Ltd Non Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Hridya	Non-	20,000	
Amita Non- 10,000 Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter		Promoter	,	
Goel Promoter Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Ltd Non			
Anuj Non- 1,00,000 Shantilal Promoter Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Amita	Non-	10,000	
Shantilal Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Goel	Promoter	,	
Shantilal Badjate Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Anuj	Non-	1,00,000	
Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter		Promoter	,	
Paridhi Non- 26,000 Lunawat Promoter Shifali Non- 1,00,000 Mehta Promoter	Badjate			
LunawatPromoterShifaliNon-1,00,000MehtaPromoter		Non-	26,000	
Mehta Promoter	Lunawat	Promoter	,	
Mehta Promoter	Shifali	Non-	1,00,000	
Total 7,50,000	Mehta		,	
	Total		7,50,000	

Name of	Category	Maximum	Maximum
Proposed		no of	Consideration
Allottee		equity	(Rupees)
		Shares	
		proposed	
		to be	
		Allotted	
Kashni	Non-	1,00,000	76,12,000
Kapoor	Promoter		
Deepak	Non-	25,000	19,03,000
Tayal	Promoter		
Anubha	Non-	10,000	7,61,200
Dusad	Promoter		
Oregano	Non-	1,20,000	91,34,400
Life Pvt	Promoter		
Ltd			
Manish	Non-	1,20,000	91,34,400
Grover	Promoter		
Amit K	Non-	99,000	75,35,880
Dangi	Promoter		
Noida	Non-	20,000	15,22,400
Holdings	Promoter		
Pvt Ltd			
Hridya	Non-	20,000	15,22,400
Cars Pvt	Promoter		
Ltd Non			
Amita Goel	Non-	10,000	7,61,200
	Promoter		
Anuj	Non-	1,00,000	76,12,000
Shantilal	Promoter		
Badjate			
Paridhi	Non-	26,000	19,79,120
Lunawat	Promoter	*	
Shifali	Non-	1,00,000	76,12,000
Mehta	Promoter	, ,	, ,
Total		7,50,000	5,70,90,000

Resolution No. 02 - To approve issuance of Equity Shares Warrants on a Preferential Basis to Specified Investors

----- to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches for Issue of upto 36,32,000 (Thirty Lac Lakh Thirty-Two Thousand) Equity Share Warrants ("Warrants") by way of a preferential issue basis, carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company, at a price of Rs. 76.12/- (Rupees Seventy-Six and Twelve Paisa only) per Equity Share (including a Premium of Rs. 66.12/-(Rupees Sixty-Six and Twelve Paisa only) per Equity Share aggregating upto Rs. 27,64,67,840.00/- (Rupees Twenty Seven Crore Sixty Four lac Sixty Seven Thousand Eight Hundred Forty only) on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members:

Name	of	Category	Maximum no		Maxim
Proposed			of	equity	um
Allottee			Shares	_	

Resolution No. 02 - To approve issuance of Equity Shares Warrants on a Preferential Basis to Specified Investors

----- to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches for Issue of upto 36,32,000 (Thirty Six Lac Lakh Thirty-Two Thousand) Equity Share Warrants ("Warrants") by way of a preferential issue basis, carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company, at a price of Rs. 76.12/- (Rupees Seventy-Six and Twelve Paisa only) per Equity Share (including a Premium of Rs. 66.12/- (Rupees Sixty-Six and Twelve Paisa only) per Equity Share aggregating upto Rs. 27,64,67,840.00/- (Rupees Twenty-Seven Crore Sixty-Four lac Sixty Seven Thousand Eight Hundred Forty only) on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members:

		proposed to be Allotted	Consid eration (Rupee s)
Anubha Dusad	Non- Promoter	10,000	
M/s. Anshul	Non-	1,45,000	
Aggarwal HUF	Promoter	, ,	
Shammi	Non-	1,45,000	
Khanna	Promoter		
Oregano Life	Non-	80,000	
Pvt Ltd	Promoter		
Manish	Non-	75,000	
Grover	Promoter		
WCA	Non-	1,45,000	
Services Pvt Ltd	Promoter		
Noida	Non-	20,000	
Holdings Pvt Ltd	Promoter		
Hridya Cars Pvt Ltd	Non- Promoter	20,000	
Amita Goel	Non-	10,000	
Allita Goei	Promoter	10,000	
Shifali Mehta	Non-	1,00,000	
Silitali Menta	Promoter	1,00,000	
Gagandeep	Non-	1,50,000	
Kaur	Promoter	1,50,000	
Ramanpreet	Non-	1,50,000	
Singh	Promoter	1,50,000	
Pritpal Singh	Non-	2,00,000	
i inpui singi	Promoter	2,00,000	
Vasu Gupta	Non-	2,50,000	
_F	Promoter	_,,,,,,,,	
Sidharta	Non-	2,50,000	
Gupta	Promoter	, ,	
Citrus Global	Non-	5,00,000	
Arbitage	Promoter	- , ,	
Fund			
Ajay Sikka	Promoter	13,75,000	
Rahul	Non-	5,000	
Sharma	Promoter	- ,	
Rajat	Non-	2,000	
Kathpalia	Promoter		
Total		36,32,000	

Name of	Category	Maximum	Maximum
Proposed	Caregory	no of	Consideratio
Allottee		equity	n
Tillottee		Shares	(Rupees)
		proposed	(Rupees)
		to be	
		Allotted	
Anubha	Non-	10,000	7,61,200
Dusad	Promoter	10,000	7,01,200
M/s. Anshul	Non-	1,45,000	1,10,37,400
Aggarwal	Promoter	1,43,000	1,10,57,400
HUF	Tromoter		
Shammi	Non-	1,45,000	1,10,37,400
Khanna	Promoter	1,43,000	1,10,57,400
Oregano Life	Non-	80,000	60,89,600
Pvt Ltd	Promoter	00,000	00,00,000
Manish	Non-	75,000	57,09,000
Grover	Promoter	73,000	37,03,000
WCA	Non-	1,45,000	1,10,37,400
Services Pvt	Promoter	1,45,000	1,10,57,400
Ltd	Tiomotei		
Noida	Non-	20,000	15,22,400
Holdings Pvt	Promoter	20,000	13,22,400
Ltd	Fiolilotei		
Hridya Cars	Non-	20,000	15,22,400
Pvt Ltd	Promoter	20,000	13,22,400
Amita Goel	Non-	10,000	7,61,200
Allilla Goei	Promoter	10,000	7,01,200
Shifali Mehta	Non-	1,00,000	76,12,000
Silitali Melita	Promoter	1,00,000	70,12,000
Gagandeep	Non-	1,50,000	1,14,18,000
Kaur	Promoter	1,50,000	1,14,16,000
Ramanpreet	Non-	1,50,000	1,14,18,000
Singh Chawla		1,50,000	1,14,16,000
Pritpal Singh	Promoter Non-	2,00,000	1,52,24,000
i i i i i i i i i i i i i i i i i i i	Promoter	2,00,000	1,52,24,000
Vasu Gupta	Non-	2,50,000	1,90,30,000
v asu Gupia		2,30,000	1,50,50,000
Sidharta	Promoter	2,50,000	1,90,30,000
Gupta	Non- Promoter	2,30,000	1,90,30,000
Citrus Global	Promoter	5,00,000	3,80,60,000
Arbitage	Non- Promoter	3,00,000	3,00,00,000
Fund	1 101110101		
Ajay Sikka	Promoter	13,75,000	10,46,65,00
Ajay SIKKa	1 101110101	13,73,000	0
Rahul	Non-	5,000	3,80,600
Sharma	Promoter	3,000	3,00,000
Rajat	Non-	2,000	1,52,240
Kathpalia	Promoter	2,000	1,32,240
Total	1 TOHIOU	36,32,000	27,64,67,84
1 Otal		30,32,000	0
L	my Ctatama-	t noint No. I	

3 In Explanatory Statement point No. D Basis on which the price has been arrived at along with the Valuation Report of the Registered Valuer:

The Equity Shares of the Company are listed on National Stock Exchange of India ("NSE") and are frequently traded in terms of the SEBI ICDR Regulations, the price at which each Equity Shares are proposed to be issued is in accordance with the provisions of Regulation 164(1) and 164(4) of SEBI ICDR Regulations, being the price calculated as the higher of the 90 trading days' volume weighted average price and the 10 trading days' volume

3. In Explanatory Statement point No. D Basis on which the price has been arrived at along with the Valuation Report of the Registered Valuer:

The Equity shares of the Company are listed on National Stock Exchange Limited ("NSE") and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the equity shares of the Company listed on a NSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the Convertible Warrants & Equity Shares shall be issued not less than higher of the following:

weighted average price of Equity Shares of the Company, preceding the Relevant Date, on the NSE i.e. Rs.76.12 (Rupees Seventy Six and Twelve Paisa Only).

In accordance with the above, the floor price of the Equity Shares to be allotted works out to be Rs. 76.12 (Rupees Seventy-Six and Twelve Paisa Only per Equity Share of face value of Rs. 10/- each.

Notes:

- 1. NSE being the only Stock Exchange where the Equity Shares of the Company is listed and traded, the volume and price on the said exchange has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.
- 2. Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

The volume weighted average price of the Equity Shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e. ₹ 74.46 /-per equity share.

The volume weighted average price of the Equity Shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date i.e. ₹ 76.12/-per Equity share.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the Equity shares and Convertible warrants to be allotted shall be higher of the following parameters:

Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations, 2018 (in case of frequently traded shares).

OR

Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations, 2018.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹ 76.12/- per equity share and on conversion of Equity Warrant into Equity Shares

The Valuation Report dated April 26, 2024 issued by Mr. Hitesh Jhamb Independent Registered Valuer (IBBI/RV/11/2019/12355) having office at 116, FF, L-1 Tower, Cloud 9, Sector-1, Vaishali-201010 in accordance with Regulation 164 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at www.sharpchucks.com.

4 In Explanatory Statement Point No. (H)

Proposed time frame within which the allotment shall be completed – It has been mentioned that –

"As required under SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (Fifteen) days from the date of passing of special resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI), Stock Exchanges or other regulatory authority or the Central Government, as the case may be

In Explanatory Statement Point No. (H)

Proposed time frame within which the allotment shall be completed – It has been mentioned that –

As required under the SEBI ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority or Exchanges or any Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

5. In explanatory statement Point No. (I)

Proposed allottees, identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees- Details have been given only for allottees to whom equity shares are being allotted, and details of allottees to whom warrants will be allotted are not mentioned.

Sr	ants will	PAN		Ultim	Preall	Num	Post-
Sr No	Name of	PAN	Categ	ate	otme	Num ber	
NO	-		ory of the	Benef	n	of	allot ment
	Propose d		Prop	icial	t	-	
	Allottee		_	Owne	-	Equit	equit
	Anottee		ose d	rs	equit	y Shore	y holdi
			Allott	18	y holdi	Share s	
			ee		ng		ng and
			ee		(#)	propo s	% of
					(π)	ed to	post
						be	allot
						allott	ment
						ed	Shar
						cu	holdi
							ng (#
							(@)
1	Kashni	AOC	Non-	Not	6000,	1,00,0	1,06,0
1	Kapoor	PK04	Prom	Appli	0.06	00	00,
	Kapooi	45D	oter	cable	%	00	0.92
		73D	oter	Cabic	70		%
2	Deepak	AHJP	Non-	Not	0,	25,00	25,00
-	Tayal	T222	Prom	Appli	0.00	0	0,
	ruyui	1222 1J	oter	cable	%		0.22
		13	O.C.I	Caoic	,0		%
3	Anubha	AHW	Non-	Not	0,	1000	1000
2	Dusad	PN50	Prom	Appli	0.00	0	0,
	2 4044	9	oter	cable	%	~	0.09
		4N	0.01		,		%
4	Oregano	AAD	Non-	Sham	5800	1200	1780
•	Life Pvt	C027	Prom	mi	0	00	00
	Ltd	60	oter	Khan	0.54		1.55
	Liu	R	oter	na.Ma	%		%
				nish	,,,		,,,
				Kuma			
				r,			
				Vikra			
				m			
				Kathu			
				ria			
5	Manish	AEM	Non-	Not	14000	1,20,0	1,34,0
	Grover	PG54	Prom	Appli		00	00,
		0	oter	cable	0.13		1.16
		9B			%		%
6	Amit K	AYB	Non-	Not	0,	99,00	99,00
	Dangi	PD94	Prom	Appli	0.00	0	0,
		31	oter	cable	%	-	0.86
		В					%
7	Noida	AAE	Non-	Kunal	0,	20,00	20,00
	Holdings	CN63	Prom	Sarao	0.00	0	0,
	Pvt Ltd	85	oter	gi	%		0.17
		L					%
8	Hridya	AAE	Non-	Mohit	0,	20,00	20,00
	Cars Pvt	CH92	Prom	Garg	0.00	0	0,
	Ltd	54	oter		%		0.17
_	<u> </u>	N	L_	<u>L</u>		<u>L</u>	%
9	Amita	AAH	Non-	Not	0,	10,00	10,00
	Goel	PG08	Prom	Appli	0.00	0	0,
		60	oter	cable	%		0.09
		F					%
10	Anuj	ABO	Non-	Not	0,	1,00,0	1,00,0
	Shantilal	PB56	Prom	Appli	0.00	00	00,
	Badjate	44	oter	cable	%		0.87
		E					%
11	Paridhi	AWH	Non-	Not	0,	26,00	26,00
	Lunawat	PL67	Prom	Appli	0.00	0	0,
	l	39	oter	cable	%		0.23
							%
		Q					
12	Shifali	_	Non-	Not	0,	1,00.0	
12	Shifali Mehta	AFAP	Non- Prom	Not Appli	0, 0.00	1,00,0 00	1,00,0
12	Shifali Mehta	_	Non- Prom oter	Not Appli cable			

5. In explanatory statement Point No. (I)

Proposed allottees, identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees- Details have been given only for allottees to whom equity shares are being allotted, and details of allottees to whom warrants will be allotted are not mentioned.

a) Details of allottees to whom equity shares will be allotted

Sr No	Name of Propose d Allottee	PAN	Categ ory of the Prop ose d Allott ee	Ultim ate Benef icial Owne rs	Preall otme n t equit y holdi ng (#)	Num ber of Equit y Share s propo s ed to be allot	Post- allot ment equit y holdi ng and % of post allot ment Share holdi ng (#) (@)
1	Kashni Kapoor	AOC PK04 45D	Non- Prom oter	Not Appli cable	0, 0.00 %	1,00,0	1,0,00 0, 0.66 %
2	Deepak Tayal	AHJP T222 1J	Non- Prom oter	Not Appli cable	0, 0.00 %	25,00	25,00 0, 0.17 %
3	Anubha Dusad	AHW PN50 9 4N	Non- Prom oter	Not Appli cable	0, 0.00 %	1000	1000 0, 0.07 %
4	Oregano Life Pvt Ltd	AAD C027 60 R	Non- Prom oter	Manis h Kuma r, Vikra m Kathu ria	5800 0 0.54 %	1200	1780 00 1.18* %
5	Manish Grover	AEM PG54 0 9B	Non- Prom oter	Not Appli cable	14000 , 0.13 %	1,20,0 00	1,34,0 00, 0.88# %
6	Amit K Dangi	AYB PD94 31 B	Non- Prom oter	Not Appli cable	0, 0.00 %	99,00 0	99,00 0, 0.65 %
7	Noida Holdings Pvt Ltd	AAE CN63 85 L	Non- Prom oter	Panka j Sarao gi	0, 0.00 %	20,00	20,00 0, 0.13 %
8	Hridya Cars Pvt Ltd	AAE CH92 54 N	Non- Prom oter	Mohit Garg	0, 0.00 %	20,00	20,00 0, 0.13 %
9	Amita Goel	AAH PG08 60 F	Non- Prom oter	Not Appli cable	0, 0.00 %	10,00	10,00 0, 0.07 %
10	Anuj Shantilal Badjate	ABO PB56 44 E	Non- Prom oter	Not Appli cable	0, 0.00 %	1,00,0	1,00,0 00, 0.07 %
11	Paridhi Lunawat	AWH PL67 39 Q	Non- Prom oter	Not Appli cable	0, 0.00 %	26,00	26,00 0, 0.17 %
12	Shifali Mehta	AFAP M237 2 Q	Non- Prom oter	Not Appli cable	0, 0.00 %	1,00,0 00	1,00,0 00, 0.66 %

b) Details of allottees to whom warrants will be allotted

2	Anubha Dusad Anshul Aggarwa I HUF Shammi Khanna Oregano Life Pvt Ltd	AHW PN50 9 4N AAQ HA35 74F AHR PK31 42L AAD C027	Non- Prom oter Non- Prom oter Non- Prom oter	Not Appli cable Not Appli cable	0, 0.00 % 0, 0.00	10,00 0 1,45,0	10000 0.07
3 3 1	Aggarwa 1 HUF Shammi Khanna Oregano Life Pvt	HA35 74F AHR PK31 42L AAD C027	Prom oter Non- Prom	Appli cable		1,45,0	
4 (Khanna Oregano Life Pvt	PK31 42L AAD C027	Prom	NT - 4	%	00	1,45,0 00 0.96 %
]	Life Pvt	C027		Not Appli cable	0, 0.00 %	1,45,0 00	1,45,0 00 0.96 %
5		60 R	Non- Prom oter	Manis h Kuma r, Vikra m Kathu	5800 0 0.54 %	80,00	80000 0.52* %
	Manish Grover	AEM PG54 0 9B	Non- Prom oter	Not Appli cable	14000 , 0.13 %	75,00 0	75000 0.50# %
	WCA Services Pvt Ltd	AAC CW3 829L	Non- Prom oter	Bhaw na Bhati a	0, 0.00 %	1,45,0 00	14500 0 0.96 %
]	Noida Holdings Pvt Ltd	AAE CN63 85L	Non- Prom oter	Panka j Sarao gi	0, 0.00 %	20,00	20,00 0 0.13 %
	Hridya Cars Pvt Ltd	AAE CH92 54N	Non- Prom oter	Mohit Garg	0, 0.00 %	20,00	20,00 0 0.13 %
	Amita Goel	AAH PG08 60 F	Non- Prom oter	Not Appli cable	0, 0.00 %	10,00	10,00 0 0.07 %
	Shifali Mehta	AFAP M237 2 Q	Non- Prom oter	Not Appli cable	0, 0.00 %	1,00,0 00	1,00,0 00 0.67 %
	Gagande ep Kaur	DTJP K452 6G	Non- Prom oter	Not Appli cable	0, 0.00 %	1,50,0 00	1,50,0 00 0.99 %
3	Ramanpr eet Singh Chawla	CFM PS63 73B	Non- Prom oter	Not Appli cable	2000 0.02 %	1,50,0 00	1,52,0 00 0.99 %
13	Pritpal Singh	ACY PC51 08R	Non- Prom oter	Not Appli cable	0, 0.00 %	2,00,0 00	2,00,0 00 1.32
	Vasu Gupta	BNN PG86 39N	Non- Prom oter	Not Appli cable	6000 0.06 %	2,50,0 00	2,56,0 00 1.69 %
	Sidharth Gupta	AYIP G306 4A	Non- Prom oter	Not Appli cable	0, 0.00 %	2,50,0 00	2,50,0 00 1.65

16	Citrus Global Arbitage Fund	AAIC C041 1E	Non- Prom oter	Neeraj Gupta	0, 0.00 %	5,00,0 00	5,00,0 00 3.30 %
17	Ajay Sikka	ABLP S8490 A	Prom oter	Not Appli cable	49,33, 740	13,75, 000	63,08, 740 41.66 %
18	Rahul Sharm a	EDBP S6100 M	Non- Prom oter	Not Appli cable	0, 0.00 %	5,000	5,000 0.03 %
19	Rajat Kathp alia	DPOP K008 4L	Non- Prom oter	Not Appli cable	0, 0.00 %	2,000	2000 0.01 %

Note: * Post % shareholding of Mr. Manish Grover shall be considered collectively in respect of equity & conversion of warrant on fully diluted basis.

Post % shareholding of Oregano Life Private Limited shall be considered collectively in respect of equity & conversion of warrant on fully diluted basis.

6 In explanatory statement Point No. (N) Disclosure as specified in under Regulation 159(3) and 163(1)(i) of the SEBI ICDR Regulations:

- i. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's knowledge any of its Promoters is a willful defaulter or fraudulent borrower.
- ii. It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

6. In explanatory statement Point No. (N) Disclosure as specified in under Regulation 159(3) and 163(1)(i) of the SEBI ICDR Regulations:

The Company hereby undertakes that:

- i. None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations; ii. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- iii. The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- v. If the amount payable on account of the recomputation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

7. In Explanatory Statement Point No (O)

Certificate from Practicing Company Secretaries

A certificate from Practicing Chartered Accountant/
Practicing Company Secretary certifying that the issue of
Equity Shares on a preferential basis is being made in
accordance with requirements of Chapter V of the SEBI
ICDR Regulations shall be available for inspection at the
Registered Office of the Company on all working days
(excluding Saturdays, Sundays & Public Holidays)
during 11:00 A.M. to 5:00 P.M. up to the date of Extra
Ordinary General Meeting and also will be available
during the Extraordinary General Meeting. The said
Certificate will be uploaded on the Investor Relations
page on the website of the Company i.e.
www.sharpchucks.com before the Extra Ordinary
General Meeting.

In Explanatory Statement Point No (O)

Certificate from Practicing Company Secretaries

The Certificate from M/s Vikas Verma & Associates (Company Secretaries), confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at the link www.sharpchucks.com.

8. In explanatory statement Point No. (X) Other undertakings and disclosures: In accordance with SEBI ICDR Regulations,

8. **In explanatory statement Point No. (X)** Other undertakings and disclosures:

Other undertakings and disclosures: In accordance with SEBI ICDR Regulations,

- i. The Proposed allottees have not sold / transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- ii. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- iii. The Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of SEBI ICDR Regulations, where it is required to do so.
- iv. During the period from April 01, 2024, until the date of Notice of this EGM, the company had not made any allotment of Equity Shares or any of its securities. The Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2024-25, will not exceed the limit specified in the Act and Rules made thereunder.
- v. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act,
- 2013 and relevant regulations of SEBI ICDR Regulations and shall be made in a dematerialized form only.
- vi. The pre-preferential allotment of the persons holding the shares are in dematerialized form.
- vii. The Company shall make an application to NSE seeking in-principle approval for the proposed allotment on or before the date of dispatch of Notice of EGM to shareholders.
- viii. Since the preferential issue to an allottee or to allottees in concert, is not more than 5% of the post issue fully diluted share capital of the issuer, hence, report of the registered valuer is not required under applicable provisions of SEBI ICDR Regulations.
- ix. No Promoter of the Company or member of the Promoter Group of the Company has been allotted any warrants / failed to exercise the warrants allotted to them during the year.
- x. Pursuant to the Proposed Investment and in accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
- xi. The Company currently and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.
- xii. There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

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- ii. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- iii. The Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of SEBI ICDR Regulations, where it is required to do so.
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- xii. There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

For & on behalf of Sharp Chucks and Machines Limited