

SHARP CHUCKS AND MACHINES LIMITED

Formerly SHARP CHUCKS AND MACHINES PVT.LTD.
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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:

Sl No	Content of Resolutions / Explanatory Statement in the Notice	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/- (Rupees Seventy six and twelve paise only) per Equity Share (including a Premium of Rs. 66.12- (Rupees Sixty Six and twelve paise 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 paise only) per Equity Share (including a Premium of Rs. 66.12- (Rupees Sixty Six and twelve paise 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 of Proposed Allottee	Category	Maximum no of equity Shares proposed to be Allotted	Maximum Consideration (Rupees)
Kashni Kapoor	Non-Promoter	1,00,000	
Deepak Tayal	Non-Promoter	25,000	
Anubha Dusad	Non-Promoter	10,000	
Oregano Life Pvt Ltd	Non-Promoter	1,20,000	
Manish Grover	Non-Promoter	1,20,000	
Amit K Dangi	Non-Promoter	99,000	
Noida Holdings Pvt Ltd	Non-Promoter	20,000	
Hridya Cars Pvt Ltd Non	Non-Promoter	20,000	
Amita Goel	Non-Promoter	10,000	
Anuj Shantilal Badjate	Non-Promoter	1,00,000	
Paridhi Lunawat	Non-Promoter	26,000	
Shifali Mehta	Non-Promoter	1,00,000	
Total		7,50,000	

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

2 **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 Paise only) per Equity Share (including a Premium of Rs. 66.12/- (Rupees Sixty-Six and Twelve Paise 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 Proposed Allottee	Category	Maximum no of equity Shares	Maximum
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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 Paise only) per Equity Share (including a Premium of Rs. 66.12/- (Rupees Sixty-Six and Twelve Paise 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	Consideration (Rupees)	Name of Proposed Allottee	Category	Maximum no of equity Shares proposed to be Allotted	Maximum Consideration (Rupees)
Anubha Dusad	Non-Promoter	10,000		Anubha Dusad	Non-Promoter	10,000	7,61,200
M/s. Anshul Aggarwal HUF	Non-Promoter	1,45,000		M/s. Anshul Aggarwal HUF	Non-Promoter	1,45,000	1,10,37,400
Shammi Khanna	Non-Promoter	1,45,000		Shammi Khanna	Non-Promoter	1,45,000	1,10,37,400
Oregano Life Pvt Ltd	Non-Promoter	80,000		Oregano Life Pvt Ltd	Non-Promoter	80,000	60,89,600
Manish Grover	Non-Promoter	75,000		Manish Grover	Non-Promoter	75,000	57,09,000
WCA Services Pvt Ltd	Non-Promoter	1,45,000		WCA Services Pvt Ltd	Non-Promoter	1,45,000	1,10,37,400
Noida Holdings Pvt Ltd	Non-Promoter	20,000		Noida Holdings Pvt Ltd	Non-Promoter	20,000	15,22,400
Hridya Cars Pvt Ltd	Non-Promoter	20,000		Hridya Cars Pvt Ltd	Non-Promoter	20,000	15,22,400
Amita Goel	Non-Promoter	10,000		Amita Goel	Non-Promoter	10,000	7,61,200
Shifali Mehta	Non-Promoter	1,00,000		Shifali Mehta	Non-Promoter	1,00,000	76,12,000
Gagandeep Kaur	Non-Promoter	1,50,000		Gagandeep Kaur	Non-Promoter	1,50,000	1,14,18,000
Ramanpreet Singh	Non-Promoter	1,50,000		Ramanpreet Singh Chawla	Non-Promoter	1,50,000	1,14,18,000
Pritpal Singh	Non-Promoter	2,00,000		Pritpal Singh	Non-Promoter	2,00,000	1,52,24,000
Vasu Gupta	Non-Promoter	2,50,000		Vasu Gupta	Non-Promoter	2,50,000	1,90,30,000
Sidharta Gupta	Non-Promoter	2,50,000		Sidharta Gupta	Non-Promoter	2,50,000	1,90,30,000
Citrus Global Arbitage Fund	Non-Promoter	5,00,000		Citrus Global Arbitage Fund	Non-Promoter	5,00,000	3,80,60,000
Ajay Sikka	Promoter	13,75,000		Ajay Sikka	Promoter	13,75,000	10,46,65,000
Rahul Sharma	Non-Promoter	5,000		Rahul Sharma	Non-Promoter	5,000	3,80,600
Rajat Kathpalia	Non-Promoter	2,000		Rajat Kathpalia	Non-Promoter	2,000	1,52,240
Total		36,32,000		Total		36,32,000	27,64,67,840

3	<p>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</p>	<p>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:</p>
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<p>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 Paise Only).</p> <p>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 Paise Only per Equity Share of face value of Rs. 10/- each.</p> <p>Notes:</p> <p>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.</p> <p>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.</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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:</p> <p>Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations, 2018 (in case of frequently traded shares).</p> <p style="text-align: center;">OR</p> <p>Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations, 2018.</p> <p>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</p> <p>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.</p>
<p>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</p>	<p>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.</p>

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 No	Name of Proposed Allottee	PAN	Category of the Proposed Allottee	Ultimate Beneficial Owners	Preallotment equity holding (#)	Number of Equity Shares proposed to be allotted	Post-allotment equity holding and % of post allotment Share holding (@)
1	Kashni Kapoor	AOC PK04 45D	Non-Promoter	Not Applicable	6000, 0.06 %	1,00,000	1,06,000, 0.92 %
2	Deepak Tayal	AHJP T222 1J	Non-Promoter	Not Applicable	0, 0.00 %	25,000	25,000, 0.22 %
3	Anubha Dusad	AHW PN50 9 4N	Non-Promoter	Not Applicable	0, 0.00 %	10000	10000, 0.09 %
4	Oregano Life Pvt Ltd	AAD C027 60 R	Non-Promoter	Shammi Khanna, Manish Kumar, Vikram Kathuria	58000 0.54 %	120000	178000 1.55 %
5	Manish Grover	AEM PG54 0 9B	Non-Promoter	Not Applicable	14000, 0.13 %	1,20,000	1,34,000, 1.16 %
6	Amit K Dangi	AYB PD94 31 B	Non-Promoter	Not Applicable	0, 0.00 %	99,000	99,000, 0.86 %
7	Noida Holdings Pvt Ltd	AAE CN63 85 L	Non-Promoter	Kunal Sarangi	0, 0.00 %	20,000	20,000, 0.17 %
8	Hridya Cars Pvt Ltd	AAE CH92 54 N	Non-Promoter	Mohit Garg	0, 0.00 %	20,000	20,000, 0.17 %
9	Amita Goel	AAH PG08 60 F	Non-Promoter	Not Applicable	0, 0.00 %	10,000	10,000, 0.09 %
10	Anuj Shantilal Badjate	ABO PB56 44 E	Non-Promoter	Not Applicable	0, 0.00 %	1,00,000	1,00,000, 0.87 %
11	Paridhi Lunawat	AWH PL67 39 Q	Non-Promoter	Not Applicable	0, 0.00 %	26,000	26,000, 0.23 %
12	Shifali Mehta	AFAP M237 2 Q	Non-Promoter	Not Applicable	0, 0.00 %	1,00,000	1,00,000, 0.87 %

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 Proposed Allottee	PAN	Category of the Proposed Allottee	Ultimate Beneficial Owners	Preallotment equity holding (#)	Number of Equity Shares proposed to be allotted	Post-allotment equity holding and % of post allotment Share holding (@)
1	Kashni Kapoor	AOC PK04 45D	Non-Promoter	Not Applicable	0, 0.00 %	1,00,000	1,00,000, 0.66 %
2	Deepak Tayal	AHJP T222 1J	Non-Promoter	Not Applicable	0, 0.00 %	25,000	25,000, 0.17 %
3	Anubha Dusad	AHW PN50 9 4N	Non-Promoter	Not Applicable	0, 0.00 %	10000	10000, 0.07 %
4	Oregano Life Pvt Ltd	AAD C027 60 R	Non-Promoter	Manish Kumar, Vikram Kathuria	58000 0.54 %	120000	178000 1.18* %
5	Manish Grover	AEM PG54 0 9B	Non-Promoter	Not Applicable	14000, 0.13 %	1,20,000	1,34,000, 0.88# %
6	Amit K Dangi	AYB PD94 31 B	Non-Promoter	Not Applicable	0, 0.00 %	99,000	99,000, 0.65 %
7	Noida Holdings Pvt Ltd	AAE CN63 85 L	Non-Promoter	Pankaj Sarangi	0, 0.00 %	20,000	20,000, 0.13 %
8	Hridya Cars Pvt Ltd	AAE CH92 54 N	Non-Promoter	Mohit Garg	0, 0.00 %	20,000	20,000, 0.13 %
9	Amita Goel	AAH PG08 60 F	Non-Promoter	Not Applicable	0, 0.00 %	10,000	10,000, 0.07 %
10	Anuj Shantilal Badjate	ABO PB56 44 E	Non-Promoter	Not Applicable	0, 0.00 %	1,00,000	1,00,000, 0.07 %
11	Paridhi Lunawat	AWH PL67 39 Q	Non-Promoter	Not Applicable	0, 0.00 %	26,000	26,000, 0.17 %
12	Shifali Mehta	AFAP M237 2 Q	Non-Promoter	Not Applicable	0, 0.00 %	1,00,000	1,00,000, 0.66 %

b) Details of allottees to whom warrants will be allotted

Sr No	Name of Proposed Allottee	PAN	Category of the Proposed Allottee	Ultimate Beneficial Owners	Preallotment equity holding (#)	Number of Equity Shares warrant proposed to be allotted	Post-allotment equity holding and % of post allotment Share holding (#) (@)
1.	Anubha Dusad	AHW PN5094N	Non-Promoter	Not Applicable	0,00.00%	10,000	10000.07%
2.	Anshul Aggarwal HUF	AAQ HA3574F	Non-Promoter	Not Applicable	0,00.00%	1,45,000	1,45,000.96%
3	Shammi Khanna	AHR PK3142L	Non-Promoter	Not Applicable	0,00.00%	1,45,000	1,45,000.96%
4	Oregano Life Pvt Ltd	AAD C02760R	Non-Promoter	Manish Kumar, Vikram Kathuria	58000.54%	80,000	80000.52*
5	Manish Grover	AEM PG5409B	Non-Promoter	Not Applicable	14000,0.13%	75,000	75000.50#%
6	WCA Services Pvt Ltd	AAC CW3829L	Non-Promoter	Bhawna Bhatia	0,00.00%	1,45,000	145000.96%
7	Noida Holdings Pvt Ltd	AAE CN6385L	Non-Promoter	Pankaj Sarao gi	0,00.00%	20,000	20,000.13%
8	Hridya Cars Pvt Ltd	AAE CH9254N	Non-Promoter	Mohit Garg	0,00.00%	20,000	20,000.13%
9	Amita Goel	AAH PG0860F	Non-Promoter	Not Applicable	0,00.00%	10,000	10,000.07%
10	Shifali Mehta	AFAP M2372Q	Non-Promoter	Not Applicable	0,00.00%	1,00,000	1,00,000.67%
11	Gagandeep Kaur	DTJP K4526G	Non-Promoter	Not Applicable	0,00.00%	1,50,000	1,50,000.99%
12	Ramanpreet Singh Chawla	CFM PS6373B	Non-Promoter	Not Applicable	2000.02%	1,50,000	1,52,000.99%
13	Pritpal Singh	ACY PC5108R	Non-Promoter	Not Applicable	0,00.00%	2,00,000	2,00,000.1.32%
14	Vasu Gupta	BNN PG8639N	Non-Promoter	Not Applicable	6000.06%	2,50,000	2,56,000.1.69%
15	Sidharth Gupta	AYIP G3064A	Non-Promoter	Not Applicable	0,00.00%	2,50,000	2,50,000.1.65%

	<table border="1"> <tr> <td>16</td> <td>Citrus Global Arbitrage Fund</td> <td>AAIC C041 IE</td> <td>Non-Promoter</td> <td>Neeraj Gupta</td> <td>0,000%</td> <td>5,00,000</td> <td>5,00,000 3.30%</td> </tr> <tr> <td>17</td> <td>Ajay Sikka</td> <td>ABLP S8490 A</td> <td>Promoter</td> <td>Not Applicable</td> <td>49,33,740</td> <td>13,75,000</td> <td>63,08,740 41.66%</td> </tr> <tr> <td>18</td> <td>Rahul Sharma</td> <td>EDBP S6100 M</td> <td>Non-Promoter</td> <td>Not Applicable</td> <td>0,000%</td> <td>5,000</td> <td>5,000 0.03%</td> </tr> <tr> <td>19</td> <td>Rajat Kathpalia</td> <td>DPOP K008 4L</td> <td>Non-Promoter</td> <td>Not Applicable</td> <td>0,000%</td> <td>2,000</td> <td>2000 0.01%</td> </tr> </table> <p>Note: * Post % shareholding of Mr. Manish Grover shall be considered collectively in respect of equity & conversion of warrant on fully diluted basis.</p> <p># Post % shareholding of Oregano Life Private Limited shall be considered collectively in respect of equity & conversion of warrant on fully diluted basis.</p>	16	Citrus Global Arbitrage Fund	AAIC C041 IE	Non-Promoter	Neeraj Gupta	0,000%	5,00,000	5,00,000 3.30%	17	Ajay Sikka	ABLP S8490 A	Promoter	Not Applicable	49,33,740	13,75,000	63,08,740 41.66%	18	Rahul Sharma	EDBP S6100 M	Non-Promoter	Not Applicable	0,000%	5,000	5,000 0.03%	19	Rajat Kathpalia	DPOP K008 4L	Non-Promoter	Not Applicable	0,000%	2,000	2000 0.01%
16	Citrus Global Arbitrage Fund	AAIC C041 IE	Non-Promoter	Neeraj Gupta	0,000%	5,00,000	5,00,000 3.30%																										
17	Ajay Sikka	ABLP S8490 A	Promoter	Not Applicable	49,33,740	13,75,000	63,08,740 41.66%																										
18	Rahul Sharma	EDBP S6100 M	Non-Promoter	Not Applicable	0,000%	5,000	5,000 0.03%																										
19	Rajat Kathpalia	DPOP K008 4L	Non-Promoter	Not Applicable	0,000%	2,000	2000 0.01%																										
<p>6 In explanatory statement Point No. (N) Disclosure as specified in under Regulation 159(3) and 163(1)(i) of the SEBI ICDR Regulations:</p> <p>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.</p> <p>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.</p>	<p>6. In explanatory statement Point No. (N) Disclosure as specified in under Regulation 159(3) and 163(1)(i) of the SEBI ICDR Regulations:</p> <p>The Company hereby undertakes that:</p> <p>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;</p> <p>ii. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;</p> <p>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;</p> <p>v. If the amount payable on account of the re-computation 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.</p>																																
<p>7. In Explanatory Statement Point No (O)</p> <p>Certificate from Practicing Company Secretaries</p> <p><u>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.</u></p>	<p>In Explanatory Statement Point No (O)</p> <p>Certificate from Practicing Company Secretaries</p> <p>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.</p>																																
<p>8. In explanatory statement Point No. (X) Other undertakings and disclosures: In accordance with SEBI ICDR Regulations,</p>	<p>8. In explanatory statement Point No. (X) Other undertakings and disclosures: In accordance with SEBI ICDR Regulations,</p>																																

<p>i. The Proposed allottees have not sold / transferred any Equity Shares during the 90 trading days preceding the Relevant Date.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>vi. The pre-preferential allotment of the persons holding the shares are in dematerialized form.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>xii. There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.</p>	<p>i. The Proposed allottees have not sold / transferred any Equity Shares during the 90 trading days preceding the Relevant Date.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>v. 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**For & on behalf of
Sharp Chucks and Machines Limited**

**Rajat Kathpalia
Company Secretary and Compliance Officer
Date:13/05/2024
Place : Jalandhar**