

NOTICE OF (01/2019-20) BOARD MEETING

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To,
The Board of Directors
Shamrock Industrial Company Limited

Date: 18/05/2019

Sub: Notice Cum Agenda of (01/2019-20) Board Meeting

Notice is hereby given that a meeting of the Board of Directors of **Shamrock Industrial Company Limited** will be held on Monday, 27th of May, 2019 at 05:30 P.M. at registered office of the company at 83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai: 400018, to transact the following business:

<u>Item No.</u>	<u>Agenda Item</u>
1.	Appointment of Chairman, ascertaining quorum and to grant Leave of Absence, if any.
2.	To take on record Minutes of the Previous (01/2019-20) Board Meeting dated 14/02/2019. And various Committee meetings held since last Board Meeting
3.	To consider and approve Standalone Audited financial results of the company for the quarter ended 31st March, 2019.
4.	To take note on Reservation/Qualification, if any made by Auditors in their Audit Report for F.Y. 2018-19.
5.	To appoint M/s Pankaj Trivedi & Co. to conduct Secretarial Audit for the Year 2018-2019.
6.	To take a note on quarterly Compliances under Listing Regulations, 2015.
7.	To take on record Disclosure of Interest from all directors in form MBP 1 pursuant to Section 184 of Companies Act 2013.
8.	To take on record Statement of 'Non disqualification of Director' under section 164 of Companies Act, 2013, in form 'DIR 8', from all directors.
9.	To take a note of Declaration of Independence from Independent Directors, pursuant to section 149(7) of Companies Act, 2013.
10.	To give authority to Ms. Surbhi Inani, Company Secretary (KMP) for the purpose of determining materiality of an events or information and for the purpose of making disclosures to stock exchange(under regulation 30(5) of SEBI's (LODR) Regulation, 2015.
11.	Any other agenda items with the permission of Chair

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Further, pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per the terms of "Code of Conduct for Prevention of Insider Trading" of the Company, the Trading Window shall remain closed from 04/05/2019 to 31/05/2019 (both days inclusive) for Directors and Designated Employees as defined in the Code.

Kindly take into your record.

Yours Faithfully,

For Shamrock Industrial Company Limited

Sd/-
Surbhi Inani
(Company Secretary)

ITEM NO. 1 APPOINTMENT OF CHAIRMAN, ASCERTAINING QUORUM AND TO GRANT LEAVE OF ABSENCE, IF ANY:**ITEM NO. 2 TO TAKE ON RECORD MINUTES OF THE PREVIOUS BOARD MEETING**

The Board of directors took the note of previous Board Meeting held on 14th February, 2019 and the chairman of the meeting signed the same.

ITEM NO. 3 TO APPROVE STANDALONE UNAUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER ENDED 31ST MARCH 2019.

Board members are informed that pursuant to Regulation 33 of Listing regulation, 2015, standalone Audited financial results for the quarter ended 31st March, 2019 shall be placed before Board for the purpose of their consideration and approval.

Further after the audit committee review of the results in the meeting held on 27th May, 2019 at 11.00 AM the recommendation will be made for the same for consideration and approval of Board.

The Board members are requested to pass the following resolution unanimously:

"RESOLVED THAT the Standalone Audited Financial Statement containing Profit and Loss A/c for the year ended 31st March, 2019, Balance Sheet as on that date along with Auditors Report and Notes forming part thereof, as placed before the Board be and is hereby approved and be signed by any Directors and KMP of the Company on behalf of Board and that said financials are recommended to the Members for their approval at ensuing Annual General Meeting of the Company."

"RESOLVED FURTHER THAT Audited Financial Statement for the quarter and year ended 31st March 2019, in prescribed format of Stock Exchange in compliance of Regulation 33 of the (Listing Obligation and Disclosure Requirements) Rule, 2015 shall be publish in the two newspapers i.e. one in English and another in vernacular language and same be forwarded to Bombay Stock Exchange.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to file the necessary e-form with the Registrar and to do all other necessary things to give effect to this resolution."

ITEM NO. 4 TO TAKE NOTE ON RESERVATION/QUALIFICATION, IF ANY MADE BY AUDITORS IN THEIR AUDIT REPORT FOR F.Y. 2018-19.

The Board members are requested to take note on observation/qualification/reservation/opinion, if any, made by an Auditor in its Report for F.Y 2018-19, and also to review the comments in connection with the said observation/qualification/reservation/opinion and steps suggested to mitigate/resolve the same by the Audit committee, if any.

ITEM NO.5 TO APPOINT MR. PANKAJ TRIVEDI AS A SECRETARIAL AUDITORS OF THE COMPANY FOR F.Y. 2018-19.

The Chairman will inform the Board that Mr. Pankaj Trivedi, Company Secretary, has shown his desire to provide her services as Secretarial Auditor of the Company as recommended by Audit Committee and he has given his consent for the same. The Board is requested to discuss the matter and thereafter pass the following resolution unanimously:

“RESOLVED THAT as per the provision of section 204 and other applicable provisions, if any, of Companies Act 2013, Mr. Pankaj Trivedi, Practicing Company Secretary (COP-15301), be and is hereby appointed as the Secretarial Auditor of the Company for the financial year 2018-19”

“RESOLVED FURTHER THAT Board of directors of the company approved the appointment of the Secretarial Auditor for F.Y. 2018-19 as recommended by the audit committee.”

“RESOLVED FURTHER THAT the Board of Directors are authorized to intimate the same to the Registrar of Companies & to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to the above resolution.”

ITEM NO. 6 TO TAKE NOTE ON COMPLIANCES DONE UNDER SEBI (LODR). 2015 FOR THE QUARTER ENDED 31ST MARCH 2019.

Board will take on record quarterly compliances, pursuant to Listing Obligation and Disclosures Requirements, 2015, for the quarter ended 31st March 2019.

The Chairman will place before the Board, the Certificate in compliance of Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 regarding reconciliation of Share capital audit Report issued by Mr. Pankaj Trivedi dated 18.04.2019, for the quarter ended 31.03.2019. The Directors present will take note of the same.

The Chairman will place before the Board, the Shareholding pattern pursuant to provisions of Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, for the quarter ended 31.03.2019. The Directors present will take note of the same.

The Chairman will place before the Board, the Corporate Governance Report prepared pursuant to Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, for the quarter ended 31.03.2019. The Directors present will take note of the same.

The Chairman will place before the Board, Statement of Investor Complaints pursuant to Regulation 13(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, for the quarter ended 31.03.2019. The Directors present will take note of the same.

ITEM NO.7 TO TAKE A NOTE OF DISCLOSURE OF INTEREST BY DIRECTORS UNDER SECTION-184 OF THE COMPANIES ACT, 2013

Pursuant to provisions of Section 184(1) of Companies Act, 2013 and rules made there under, every director of the Company is required to disclose his/her interest in other entities, at the first board meeting of the Company in every financial year, in form MBP-1

Board is requested to take a note of disclosures received from directors of the Company for the FY 2019-20.

ITEM NO. 8 TO TAKE ON RECORD STATEMENT OF 'NON DISQUALIFICATION OF DIRECTOR' UNDER SECTION 164 OF COMPANIES ACT, 2013, IN FORM 'DIR 8', FROM ALL DIRECTORS

Pursuant to Section 164(2) of the Companies Act, 2013, Director shall inform to the Company concerned about disqualification in Form DIR-8 before the appointment to the Company. Accordingly, the Board is requested to take note of the Intimation in "Form DIR-8" and approve the following resolution;

"RESOLVED THAT the Board of Directors of the Company be and is hereby state and confirm that none of the directors of the Company are disqualified pursuant to section 164 of the Companies Act, 2013 and they may continue as directors of the Company."

ITEM NO. 9 TO TAKE A NOTE OF DECLARATION OF INDEPENDENCE

Pursuant to provisions of section 149 of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015. Every Independent Director is required to furnish 'Declaration of Independence' to the Company, at the beginning of the year, certifying that he or she meets the criteria of Independence as given under sub section 8 of section 149 of the Act.

Company has received Declaration of Independence from all Independent Directors and Board is requested to take a note of same.

ITEM NO. 10 TO GIVE AUTHORITY TO MS. SURBHI INANI, COMPANY SECRETARY (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENTS OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE(UNDER REGULATION 30(5) OF SEBI'S (LODR) REGULATION, 2015.

It is proposed to authorize Ms. Surbhi Inani the Whole Time Company Secretary of the Company (KMP) for the purpose of determining materiality of an events or information and for the purpose of making disclosures to stock exchange (under regulation 30(5) of SEBI's (LODR) Regulation, 2015.

The Matter was discussed in meeting and the following resolution was passed unanimously.

“RESOLVED THAT Ms. Surbhi Inani, the Whole Time Company Secretary of the Company be and is hereby authorized to determine the materiality of events or information and for making disclosures to the Stock Exchange pursuant to Regulation 30(5) of SEBI (LODR) Regulations, 2015.”

ITEM NO. 11 ANY OTHER ITEM WITH THE PERMISSION OF CHAIRMAN.

The Board members may consider any other agenda, if urgently required, not covered under this notice with previous approval of Chairman, wherever required.