

Dated: 27th September, 2019

To,
The Chairman
Shamrock Industrial Company Ltd
83-E, Hansraj Pragji Building,
Off. Dr. E Moses Road, Worli,
Mumbai– 400018

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

I, Pankaj Trivedi, Company Secretary in Practice, having my office at D-203, Crystal Plaza, New Link Road, Opp. Infiniti Mall, Andheri (W), Mumbai-400053, have been appointed as the scrutinizer of **M/s. Shamrock Industrial Company Ltd** ("the Company") at its Board meeting held on 14th August, 2019 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting through Poll on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders of the Company held on Friday, 27th September, 2019 at 11.30 A.M. at registered office of the Company at "83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai- 400018.


I, submit our report as under:

The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rule relating to remote e-voting and voting through physical ballot process on the resolutions contained in the notice of the 28th Annual General Meeting of the members of the Company. My responsibility as Scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report for the votes cast "**In Favour**" or "**Against**" the resolutions, based on the report generated from E-Voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots.


1. In terms of Section 108 of the Companies Act, 2013 read with Companies (management & Administration) Rules, 2014 and SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, the Company has made arrangement National Securities Depository Limited (NSDL) for providing facility of voting through electronic means (E- Voting) to its members. The members of the Company had option to cast their vote either through E-Voting or by physical/personally at AGM.
2. The Notice have been mailed electronically to those members who have registered their email addresses with the company or their Depository Participant and in other cases the Company has dispatched the Notice on or before 5th September, 2019.
3. The Company has published on 6th September, 2019, an advertisement about the dispatch Notice in one English Daily and in one Regional Daily.



4. The e-voting period remained open from 24th September, 2019 (09.00 A.M) to 26th September, 2019 (5.00 P.M).
5. The Shareholders holding shares as on the "cut-off" date i.e. 20th September, 2019 were entitled to vote on the proposed resolutions item no. 1 to 4 as set out in the Notice of the 28th Annual General Meeting of the Company.
6. The votes were unblocked on 27th September, 2019 around 12.05 P.M in the presence of two witnesses, who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.
7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (NSDL). (<https://www.evoting.nsdl.com>)
8. After the time fixed for closing of poll by chairman, one ballot box kept for polling were locked in my presence with due identification mark placed by me.
9. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by RTA of the Company and the authorizations / proxies lodged with the Company.
10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
11. Total 15 members were present in person and No member were present through proxy.
12. The particulars of voting and other requisite details have been entered in a separate register maintained for the purpose AND the poll papers and other records were handed over to the Chairman for safe keeping.



Witness 1
Komal Bheda



Witness 2
Risha Shah



13. The result of E-voting and Poll is as under:

Resolution 1 – To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

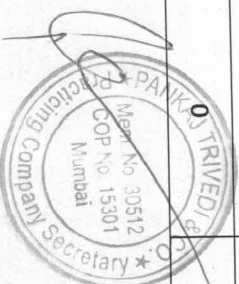
Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
21	12,45,474	12,45,474	100%	0	0.00%	0	0.00%

Resolution No. 2: To appoint a Director in place of Shri Kalpesh Rameshchandra Khokhani (DIN:00322052), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.. (Ordinary Resolution)

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
20	9,97,356	9,97,356	100%	0	0.00%	0	0.00%

Resolution No. 3: To Ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution. (Ordinary Resolution)

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
21	12,45,474	12,45,474	100%	0	0.00%	0	0.00%



Resolution No. 4: To regularize appointment of Mrs. Neeta Jitesh Khokhani as a Director who has been appointed as an additional Director on Board w.e.f. 14.11.2018.

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
10	66,900	66,900	100%	0	0.00%	0	0.00%

14. The result of the voting through physical ballot forms are as under:

Resolution 1 – To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
4	1,302	1,302	100%	0	0.00%	0	0.00%

Resolution No. 2: To appoint a Director in place of Shri Kalpesh Rameshchandra Khokhani (DIN:00322052), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment. (Ordinary Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
4	1,302	1,302	100%	0	0.00%	0	0.00%



Resolution No. 3: To Ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution. (Ordinary Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
4	1,302	1,302	100%	0	0.00%	0	0.00%

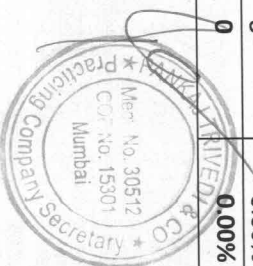
Resolution No. 4: To regularize appointment of Mrs. Neeta Jitesh Khokhani as a Director who has been appointed as an additional Director on Board w.e.f. 14.11.2018. (Ordinary Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
4	2	2	100%	0	0.00%	0	0.00%

15. Combine results are as under:

Resolution 1 – To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
E-Voting	21	12,45,474	12,45,474	100%	0	0.00%	0	0.00%
Ballot	4	1,302	1,302	100%	0	0.00%	0	0.00%
Total		12,46,776	12,46,776	100%	0	0.00%	0	0.00%



Resolution No. 2: To appoint a Director in place of Shri Kalpesh Rameshchandra Khokhani (DIN:00322052), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment. (Ordinary Resolution)

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E-Voting	20	9,97,356	9,97,356	100%	0	0.00%	0	0.00%
Ballot	4	1,302	1,302	100%	0	0.00%	0	0.00%
Total		9,98,658	9,98,658	100%	0	0.00%	0	0.00%

Resolution No. 3: To Ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
E-Voting	21	12,45,474	12,45,474	100%	0	0.00%	0	0.00%
Ballot	4	1,302	1,302	100%	0	0.00%	0	0.00%
Total		12,46,776	12,46,776	100%	0	0.00%	0	0.00%

Resolution No. 4: To regularize appointment of Mrs. Neeta Jitesh Khokhani as a Director who has been appointed as an additional Director on Board w.e.f. 14.11.2018. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
E-Voting	10	66,900	66,900	100%	0	0.00%	0	0.00%
Ballot	4	2	2	100%	0	0.00%	0	0.00%
Total		66,902	66,902	100%	0	0.00%	0	0.00%



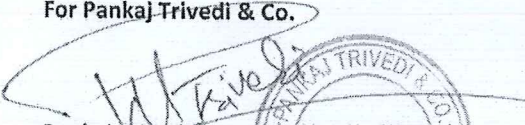
16. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting of the Company to enable the shareholders to cast their votes physically in case the same has not been casted by them through remote e-voting.
17. The members who had voted through remote E-voting were instructed not to vote through poll at the meeting.
18. The members who had casted votes through E-voting as well as through poll, the voting done by E-voting were considered.
19. The interested members were instructed not to vote on agenda in which they are interested and if voted, the voting done by them considered as invalid.
20. Since the majority of the votes were casted in favour of the resolutions. I report that all resolutions as set out in the notice of the AGM has been passed with requisite majority.
21. The physical ballot forms and registers and records were handed over to the Chairman / Director Authorised by Board for safe keeping.
22. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Authorised Person for safe keeping.

Kindly acknowledge the receipt.

Thanking You,

Yours Truly,

For Pankaj Trivedi & Co.


Pankaj Trivedi
(Proprietor)
M. No. 15301



Place: Mumbai
Date: 27/09/2019

FOR SHAMROCK INDUSTRIAL CO. LTD.

AUTHORISED SIGNATORY

Received by Kamlesh Khokhani
(Managing Director)