



Shamrock Industrial Company Limited

Regd Off: 83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai - 400018 | CIN: L24239MH1991PLC062298
Email: shamrockfin@gmail.com | Tel: 02240778884 | Website: shamrockindustrial.wordpress.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Shamrock Industrial Company Limited ('the Company'), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 20/2021 dated 8th December, 2021 read with other relevant circulars, including, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No.3/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, the time being in force and as amended from time to time, that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

The Board of Directors at its meeting held on Wednesday, 19th October, 2022, has appointed Mr. Pankaj Trivedi (ACS No. 30512, COP No. 15301), Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot (E-voting process) in a fair and transparent manner.

This notice is being sent to all members / beneficiaries, whose names appear in the Register of Members/Record of Depositories as on Cut-off-date/Specified date Friday, 25th November, 2022.

The proposed Resolutions and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members. Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder for e-voting.

The e-voting will commence on Thursday, 1st December, 2022 (9.00 a.m. IST) and end on Friday, 30th December, 2022 (5.00 p.m. IST).

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than Friday, 30th December, 2022 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer shall submit his report to the Chairman/ Director / Company Secretary or in his absence, to any other person authorised in this behalf, after the completion of the scrutiny of the postal ballots (e-voting). The results of the Voting by Postal Ballot through electronic means will be announced by the Chairman/ Director / Company Secretary or in their absence, by any other person authorized, on or before Saturday, 31st December, 2022 at 83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai - 400018. The said results will be posted on the Company's website viz. <https://shamrockindustrial.wordpress.com> besides communicating to the Stock Exchange where the Company's shares are listed.

SPECIAL BUSINESSES:

1. To consider and approve the Appointment of Mr. Jitesh Rameshchandra Khokhani (DIN: 00611815), as Whole Time Director of the Company and to consider and pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and 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 subject to other necessary approvals of authorities, the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Jitesh Rameshchandra Khokhani (DIN: 00611815), as a Whole-Time Director of the Company for a period of 5 (Five) consecutive years as per the following terms.

1. Term of Appointment: The term of Appointment of Mr. Jitesh Rameshchandra Khokhani (DIN: 00611815) existing Chief Financial Officer of the Company as a Whole-Time Director shall be for a period of 5 years i.e. with effect from October 19, 2022 till October 18, 2027. Though he shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director; however, his re-appointment on retirement by rotation will not break his length of service as Whole-Time Director.



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2. Remuneration: Mr. Jitesh Rameshchandra Khokhani is entitled to receive a monthly remuneration upto Rs. 1,00,000/- with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.2,00,000/- (Rupees Two lakhs only) per month (Inclusive of following perquisites)
- Companies Contribution to Provident Fund;
 - Gratuity as per rules of the Company;
 - Provision for use of Company Car for official duties;
 - Business Travel Expenses in India or Abroad.
 - Rent free accommodation / Re-imburement of house rent.
 - Electricity and Telephone charges as per bill of his residence;
 - Reimbursement of medical expenses incurred for self and family.
 - Payment of Club fees/admission fees for two clubs.

"RESOLVED FURTHER THAT the remuneration and perquisites as aforesaid, in any financial year shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law."

"RESOLVED FURTHER THAT Notwithstanding anything to the contrary herein contained where in any financial year, during the currency of the tenure of Mr. Jitesh Rameshchandra Khokhani as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time."

"RESOLVED FURTHER THAT the Board of Director (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendments(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

2. To consider and approve the Appointment of Mr. Kamlesh Rameshchandra Khokhani (DIN: 00322223) as Non-Executive Director of the Company and to consider and pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to necessary approvals, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Kamlesh Rameshchandra Khokhani (DIN: 00322223) as Non-Executive Director of the Company, who was appointed as an Additional Director of the Company with effect from w.e.f 19th October, 2022, by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013, and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013, and his office is liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors(which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

For Shamrock Industrial Company Limited

Sd/-
Kalpesh Khokhani
(Director)
DIN: 00322052
Mumbai, 19th October, 2022

Notes:

- The Explanatory Statements and reasons for the proposed Ordinary Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
- The Postal Ballot is to be conducted as per provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA



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Circulars issued from time to time. The circulars dated December 8, 2021 and 5th May, 2022 conveyed the decision of MCA to allow companies to transact items through postal ballot in accordance with framework provided in the aforesaid circulars upto 31.12.2022.

3. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only at e-mail registered with the RTA/ Depository Participants and physical copy of Postal Ballot Notice will not be sent to the shareholders. Members are requested to provide their assent or dissent through e-voting only.
4. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to all those Members whose name appears in the Registers and Books of Members of the Company as on Friday, 25th November, 2022, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.12.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. The Company has appointed Mr. Pankaj Trivedi (ACS No. 30512, COP No. 15301), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://shamrockindustrial.wordpress.com> and also on the websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of NSDL.
8. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on cs@shamrockindia.com.
9. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Friday, 25th November, 2022, being the cut-off date, and are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 25th November, 2022, being the cut-off date fixed for the purpose.
11. The voting period will commence from Thursday, 1st December, 2022 (09.00 a.m. IST) and ends on Friday, 30th December, 2022 (05.00 p.m. IST). The e-voting module shall be disabled by NSDL for voting thereafter.
12. During the voting period, members can login to NSDL's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on resolutions cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast their vote again.
13. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's RTA M/s. Bigshare Services Pvt. Ltd. at investor@bigshareonline.com or to the Company at cs@shamrockindia.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register registering the e-mail address, Members may write to the Company's RTA M/s. Bigshare Services Pvt. Ltd at investor@bigshareonline.com or to the Company at cs@shamrockindia.com.
14. The Scrutinizer will submit his report to the Director / Company Secretary after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before 31st December, 2022 at 83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai - 400018, Maharashtra, India. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Friday, 30th December, 2022, being the last date specified by the Company for E-voting.
15. The declared results along with the report of the scrutinizer shall be forwarded to the BSE and shall be uploaded on the website of the Company i.e. <https://shamrockindustrial.wordpress.com> and on website of NSDL i.e. <https://nsdl.co.in>.



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THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

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 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.	<ol style="list-style-type: none"> 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. 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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. 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.



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	<p>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.</p> <p>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	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.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	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.

B) Login Method 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.



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- 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 to pankajtrivedicsllb@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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote / Mr. Sagar Gudhate 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@shamrockindia.com.



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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@shamrockindia.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively 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.

For Shamrock Industrial Company Limited

Sd/-

Kalpesh Khokhani
(Director)

DIN: 00322052

Mumbai, 19th October, 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No.1: Appointment of Mr. Jitesh Rameshchandra Khokhani (DIN: 00611815), the existing CFO as a Whole Time Director of the Company

The Board at its Meeting held on October 19, 2022 based on the recommendation of the Remuneration & Nomination Committee ("the Committee") approved the appointment of Mr. Jitesh Rameshchandra Khokhani (DIN: 00611815), the existing CFO as a Whole Time Director and KMP of the Company with effect from October 19, 2022, for a term of five consecutive years commencing from October 19, 2022 till October 18, 2027, subject to the approval of Members. The Audit Committee has approved the terms and a condition of his appointment, as he being key managerial personnel, is a related party as per Section 2(76) of the Act.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Jitesh Rameshchandra Khokhani, requires approval of the Members by way of an Ordinary Resolution.

Mr. Jitesh Khokhani has a Bachelor of Commerce Degree and has an experience of about 25 years in the field of Pharmaceutical Industry, where he has been in charge of operations, accounts and finance. He also holds a Diploma in Computer Application & Programming.

Mr. Jitesh Khokhani has been working as the CFO of the Company since 19th June, 2018. Aged 49 years, he is also one of the co-founder/promoter of the Company. Under his stewardship, the Company has successfully implemented several robust processes and practices to support the future growth plans.

He has more than 27 years of vast experience in Pharmaceutical and Chemical Industries backed by astute and dynamic leadership and Marketing qualities. He is also one of the Cofounder, Director and Promoter of other Shamrock Group of Companies, which are also mainly engaged in Pharmaceutical and Chemical Sector. Considering his contribution to the growth trajectory of the Company and having regards to his experience and qualification, the Committee and the Board is of the opinion that his expertise and experience will suit to the requirement of the Company.

The Company has received from Mr. Jitesh Khokhani (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act. The Board has also received a notice from a member signifying the intention to propose Mr. Jitesh Khokhani as a candidate for the office of Whole Time Director of the Company.

The required details in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings are provided in Annexure I to this Notice.

In terms of the SEBI Listing Regulations, effective January 1, 2022, the listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the



Shamrock Industrial Company Limited

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date of appointment, whichever is earlier. Accordingly, the Board recommends the passing of the Ordinary Resolution at Item No. 1 of this Notice, for the approval of the Members by postal ballot.

Except Mr. Jitesh Khokhani and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution. The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 1 of the Notice above by way of ordinary resolution.

Item No. 2: Appointment of Mr. Kamlesh Rameshchandra Khokhani (DIN: 00322223) as a Non-Executive Director of the Company.

The Board at its Meeting held on October 19, 2022 based on the recommendation of the Remuneration & Nomination Committee ("the Committee") approved the appointment of Mr. Kamlesh Rameshchandra Khokhani (DIN: 00322223), as a Non-Executive Director of the Company with effect from October 19, 2022, subject to the approval of Members.

Mr. Kamlesh R. Khokhani is one of the cofounder of the Company, Aged 51 years. He is the one Director since 1994 who is a navigator of the Company, who drove the Company. He has done B.Com and D.I.T.M. He has more than 27 years of vast experience in Pharmaceutical and Chemical Industries backed by astute and dynamic leadership and Marketing qualities. He is also one of the Cofounder, Director and Promoter of other Shamrock Group of Companies, which are also mainly engaged in Pharmaceutical and Chemical Sector.

He has got various recognition for mastering various good business tactics. He is the one who has taken the Brand Shamrock and its business to international level. He has attended various international seminar organized for pharmacy and exhibited the SHAMROCK and its product line in various international business conferences, exhibitions and trade fairs

In 26th AGM of the Company, Mr. Khokhani was appointed as a Managing Director for a period of 5 years i.e from 22nd August, 2017 to 21st August, 2022. During his tenure as Managing Director, he played an instrumental role in the growth of the Company. Since the term of Mr. Khokhani had come to an end on 21st August, 2022, on the recommendation of the Committee and the Board of the Company, his proposal for re-appointment as Managing Director for a further tenure of 5 years, post completion of his term in August, 2022 was recommended to the members of the Company in its 31st Annual General Meeting which was scheduled to be held on 20th July, 2022.

In the 31st Annual General Meeting of the Company, held on 20th July, 2022, the resolution of re-appointment of Mr. Kamlesh Rameshchandra Khokhani as a Managing Director was not passed with the requisite majority as a result of which Mr. Khokhani tendered his resignation to the Board w.e.f. 20th July, 2022.

Considering his background and experience and for future contribution to the growth trajectory of the Company, the Nomination and Remuneration Committee and the Board is of the opinion that his expertise and experience will suit to the requirement of the Company and the association of Mr. Kamlesh Khokhani would be beneficial to the Company as a Non-Executive Director.

The Company has received from Mr. Kamlesh Khokhani (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act. The Board has also received a notice from a member signifying the intention to propose Mr. Kamlesh Khokhani as a candidate for the office of Non-Executive Director of the Company.

The required details in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings are provided in Annexure I to this Notice.

As per proviso to Regulation 17(1C) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the appointment or a re-appointment of a person, including as a managing director or a whole-time director or a manager, who was earlier rejected by the shareholders at a general meeting, has to be done only with the prior approval of the shareholders. Accordingly, considering the valuable contribution of Mr. Kamlesh Khokhani in the Company and based on the recommendation of the Nomination and Remuneration Committee, the ordinary resolution of appointment of Mr. Kamlesh Khokhani as Non-Executive Director of the Company has been recommended by the Board to the members.

Except Mr. Kalpesh Khokhani, Mr. Jitesh Khokhani and Mrs. Neeta Khokhani, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution. The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 2 of the Notice above by way of ordinary resolution.



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DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT (IN PURSUANCE OF REGULATION 36(3) OF THE LODR REGULATION, 2015)

Name of the Director	Mr. Jitesh Rameshchandra Khokhani	Mr. Kamlesh Rameshchandra Khokhani
Date of Birth	26/04/1973	16/08/1971
Age	49 years	51 years
Date of first appointment on Board	19/06/2018	01/10/1994
DIN	00611815	00322223
No. of Shares held in the Company	1,09,203	1,76,203
Academic Qualifications	B.Com and a Diploma in Computer Application & Programming.	B.Com, DITM from US
Experience and Expertise	Mr. Jitesh Khokhani has an experience of about 25 years in the field of Pharmaceutical Industry, where he has been in charge of operations, accounts and finance. He also holds a Diploma in Computer Application & Programming. Mr. Jitesh Khokhani has been working as the CFO of the Company since 19th June, 2018. Aged 49 years, he is also one of the co-founder/promoter of the Company. Under his stewardship, the Company has successfully implemented several robust processes and practices to support the future growth plans. He has more than 27 years of vast experience in Pharmaceutical and Chemical Industries backed by astute and dynamic leadership and Marketing qualities. He is also one of the Cofounder, Director and Promoter of other Shamrock Group of Companies, which are also mainly engaged in Pharmaceutical and Chemical Sector.	Mr. Kamlesh R. Khokhani is one of the cofounder of the Company, Aged 51 years. He is the one Director since 1994 who is a navigator of the Company, who drove the Company. He has done B.Com and D.I.T.M. He has more than 27 years of vast experience in Pharmaceutical and Chemical Industries backed by astute and dynamic leadership and Marketing qualities. He is also one of the Cofounder, Director and Promoter of other Shamrock Group of Companies, which are also mainly engaged in Pharmaceutical and Chemical Sector. He has got various recognition for mastering various good business tactics. He is the one who has taken the Brand Shamrock and its business to international level. He has attended various international seminar organized for pharmacy and exhibited the SHAMROCK and its product line in various international business conferences, exhibitions and trade fairs
Directorship in other companies	1) Shiraaj Pharmachemi Pvt Ltd 2) Shamrock Medicaments (India) Ltd 3) Shamrock Infosys Ltd 4) Shamrock Finlease Limited 5) Shiraaj Pharmachemi Pvt Ltd 6) Shamrock Advertising and Publishing Company Pvt Ltd	1) Shamrock Pharmachemi Pvt Ltd 2) Shiraaj Pharmachemi Pvt Ltd 3) Atul Impex Private Limited
No. of Membership(s)/ Chairmanship(s) of Board Committees in other companies	NIL	NIL
Relation with other Directors or Key Managerial Personnel	Brother of Mr. Kalpesh Khokhani, Kamlesh Khokhani and Spouse of Neeta Khokhani.	Brother of Mr. Kalpesh Khokhani and Jitesh Khokhani and Brother In-Law of Neeta Khokhani.
Number of Board Meeting attended during the financial year	5	3

For Shamrock Industrial Company Limited

Sd/-

Kalpesh Khokhani
(Director)

DIN: 00322052

Mumbai, 19th October, 2022