

SHAMROCK INDUSTRIAL COMPANY LTD.

CIN : L24239MH1991PLCO62298

Regd. Off: 83-E, Hansraj Pragji Building, Off Dr. E. Moses Road, Worli, Mumbai - 400 018. India.

Email Id : shamrockfin@gmail.com | Tel.: +91-22 4077 8884 | Fax.: +91-22 2498 3300

Date: January 22, 2026

To,

BSE Ltd

Corporate Relationship Dept,

1st Floor, New Trading Ring,

Rotunda Building, P. J. Towers,

Dalal Street, Fort, Mumbai - 400 001

BSE Scrip Code: 531240

Scrip Name: SHAMROIN

Subject: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”)

Dear Sir / Madam,

Pursuant to Regulation 30 of the Listing Regulations, we are enclosing herewith the copy of the Notice of Postal Ballot dated January 19, 2026, together with the Explanatory Statement thereto (hereinafter referred as “Postal Ballot Notice” or “Notice”), for seeking approval of the members of Shamrock Industrial Company Limited (hereinafter referred as “the Company”) through Postal Ballot by means of remote e-voting process (hereinafter referred as “e-voting”), on the following matters:

Sr. No.	Description of Resolution	Type of Resolution
1.	Appointment of Mr. Rattan Kapoor (DIN: 00340970) as a director of the company.	Ordinary resolution
2.	Appointment of Mr. Rattan Kapoor (DIN: 00340970) as Managing Director and Chief Executive Officer of the company.	Special resolution
3.	Appointment of Mr. Rahul Manoj Rajani (DIN: 10937591) as director of the company.	Ordinary resolution
4.	Appointment of Mr. Rahul Manoj Rajani (DIN: 10937591) as a whole-time director and chief financial officer of the company.	Special resolution
5.	Appointment of Mr. Bagepalli Vijayakumar Harish (DIN: 00354759) as an executive director of the company.	Special resolution
6.	Appointment of Mr. Sandeep Sehgal (DIN: 05358749) as a non-executive director of the company.	Ordinary resolution
7.	Appointment of M/s. Motilal & Associates LLP, Chartered Accountants (FRN: 106584W/W100751) as statutory auditor of the company to fill the casual vacancy.	Ordinary resolution

In compliance with the applicable MCA Circulars, the Notice is being sent to all members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (hereinafter referred as “NSDL”) and Central Depository Services (India) Limited (hereinafter referred as “CDSL”) and whose email address is registered with NSDL/CDSL, Depository Participants and/or Bigshare Services Private Limited (hereinafter referred as “RTA”) as on Friday, January 16, 2026 (hereinafter referred as “cut-off date”).

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The Company has engaged the services of NSDL for facilitating e-voting to enable the members to cast their votes electronically. The e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Friday, January 23, 2026, at 9:00 a.m. (IST) and ends on Saturday, February 21, 2026, at 5:00 p.m. (IST).

The e-voting module shall be disabled by NSDL thereafter. The results of the postal ballot shall be announced within 2 (Two) working days i.e. on or before Tuesday, February 24, 2026. Further, the voting results along with the scrutinizer's report shall be uploaded on the website of the Company i.e. <https://shamrockindustrial.wordpress.com> and on the website of BSE Limited (hereinafter referred as "BSE") at www.bseindia.com.

The Postal Ballot Notice is also available on the Company's website at <https://shamrockindustrial.wordpress.com>, website of the Stock Exchanges i.e. BSE at www.bseindia.com, and also on the e-voting website of NSDL at www.evoting.nsdl.com

You are requested to take the above information on record.

Thanking you.

Yours faithfully,

For Shamrock Industrial Company Limited

Harish B V

Digitally signed by
Harish B V
Date: 2026.01.22
17:47:05 +05'30'

Bagepalli Vijayakumar Harish
(Additional Executive Director)

DIN: 00354759

Place: Tumkur

Encl: As above

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Shareholders,

Notice is hereby given to the members of Shamrock Industrial Company Limited (hereinafter referred as the "Company") that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as the "Act") read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as the "SEBI Listing Regulations"), Secretarial Standard- 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of remote electronic voting (hereinafter referred as "remote e-voting").

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 (hereinafter referred as the "MCA Circulars"), has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice (hereinafter referred as "Notice") along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. Friday, January 16, 2026.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars, the Company has extended the facility of remote e-voting for its members through National Securities Depository Limited ("NSDL" or "E-voting agency"), to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Members whose names appear in the register of members/ records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. Friday, January 16, 2026, will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The details of remote e-voting are as follows:

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Friday, January 23, 2026, at 9.00 a.m.	Saturday, February 21, 2026, at 05:00 a.m.

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The remote e-voting module shall be disabled by NSDL for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company's website at www.shamrockindustrial.wordpress.com, website of stock exchange (BSE Limited) at www.bseindia.com and website of NSDL, at <https://nsdl.co.in/>.

The Draft Resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice for consideration of the members.

The Board of Directors, through Circular resolution dated January 19, 2026, approved appointment of Mr. Dharendra Maurya (COP No. 9594) of D Maurya and Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "Notes and Instructions and instructions relating to e-voting" in this Notice to cast their vote electronically.

Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Saturday, February 21, 2026, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer's Report will be made available on the website of the Company at www.shamrockindustrial.wordpress.com and website of NSDL, at <https://nsdl.co.in/> and shall also be intimated to the stock exchange, where the shares of the Company are listed. The resolution, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Saturday, February 21, 2026. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

ITEM REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER:

1. Appointment of Mr. Rattan Kapoor (DIN: 00340970) as a director of the company.

To consider and, if thought fit, pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder, and in accordance with the Articles of Association of the Company, Mr. Rattan Kapoor (DIN: 00340970) was appointed by the Board of Directors as an Additional (Executive) Director of the Company with effect from October 16, 2025 and holds office up to the date of approval of the Members, and in this regard, the approval of the Members

of the Company be and is hereby accorded for the appointment of Mr. Rattan Kapoor as a Director of the Company, liable to retire by rotation, on such remuneration and upon such terms and conditions as set out in the agreement entered into between the Company and Mr. Rattan Kapoor.

RESOLVED FURTHER THAT any of the Director or the Company secretary of the Company, be and is hereby severally authorized to file the necessary forms and returns with the Registrar of Companies, and to make necessary entries in the Statutory Registers prescribed under the Companies Act, 2013 and do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Mr. Rattan Kapoor (DIN: 00340970) as Managing Director and Chief Executive Officer of the company.

To consider and, if thought fit, pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 2(51), 196, 197 and 203 and Schedule V and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and based on the approval of Board of Directors, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Rattan Kapoor (DIN: 00340970) as the Managing Director and Chief Executive Officer of the Company for a period of five (5) years with effect from October 16, 2025, till October 15, 2030 on such terms and conditions and remuneration as stipulated below and in the explanatory statement annexed hereto, payment of remuneration as may be decided by the Board of Directors based on the agreement and in accordance with the compliance with Schedule V of the Companies Act, 2013.

Brief details of the appointment, remuneration and other terms and conditions are mentioned as under:

1. Period of appointment: w.e.f. October 16, 2025 till October 15, 2030.
2. Period of remuneration: w.e.f. October 16, 2025 till October 15, 2028.
3. Remuneration payable:
 - Remuneration payable not exceeding Rs.75,00,000 per annum including / excluding all perquisites, performance related incentives and allowances can be drawn which is as per Section 197 read with Schedule V of the Act and employment agreement executed between company and Mr. Rattan Kapoor.
 - The remuneration will be drawn up or will be provided to Mr. Rahul Manoj Rajani on or after the profits being generated by the company.
 - Company's contribution to Provident Fund: As per the employment agreement executed between company and Mr. Rattan Kapoor.
 - Gratuity: As per the employment agreement executed between company and Mr. Rattan Kapoor.
 - Leave encashment: As per the employment agreement executed between company and Mr. Rattan Kapoor.

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RESOLVED FURTHER THAT Mr. Rattan Kapoor (DIN: 00340970) shall not be paid any sitting fees for attending the meeting of the Board of Directors of the Company and/ or any Committee thereof.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act, or any other approvals as may be required under the applicable law.

RESOLVED FURTHER THAT the Board of Directors, including any Audit or Nomination or Remuneration Committee thereof, be and is hereby given power to alter or vary the terms and conditions of appointment and/ or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification or re-enactment thereto.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and is hereby severally authorized to file the necessary forms and returns with the Registrar of Companies, and to make necessary entries in the Statutory Registers prescribed under the Companies Act, 2013 and do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Appointment of Mr. Rahul Manoj Rajani (DIN: 10937591) as director of the company.

To consider and, if thought fit, pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder, and in accordance with the Articles of Association of the Company, Mr. Rahul Rajani (DIN: 10937591) was appointed by the Board of Directors as an Additional (Executive) Director of the Company with effect from October 28, 2025 and holds office up to the date of approval of the Members, and in this regard, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Rahul Rajani as the Executive Director of the Company, liable to retire by rotation, on such remuneration and upon such terms and conditions as set out in the agreement entered into between the Company and Mr. Rahul Rajani.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and is hereby severally authorized to file the necessary forms and returns with the Registrar of Companies, and to make necessary entries in the Statutory Registers prescribed under the Companies Act, 2013 and do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Appointment of Mr. Rahul Manoj Rajani (DIN: 10937591) as a whole-time director and chief financial officer of the company.

To consider and, if thought fit, pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 2(51), 2(94), 196, 197 and 203 and Schedule V and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and in accordance with the SEBI (Listing Obligations

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and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and based approval of Board of Director and subject to approval of the Central Government or such other statutory or other regulatory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Rahul Manoj Rajani (DIN: 10937591) as the Whole-time Director and Chief Financial Officer of the Company for a period of five (5) years commencing from October 28, 2025, till October 27, 2030, on such terms and conditions and remuneration as stipulated below and in the explanatory statement annexed hereto, payment of remuneration as may be decided by the Board of Directors based on the agreement and in accordance with the compliance with Schedule V of the Companies Act, 2013.

Brief details of the appointment, remuneration and other terms and conditions are mentioned as under:

1. Period of appointment: w.e.f. October 28, 2025 till October 27, 2030.
2. Period of remuneration: w.e.f. October 28, 2025 till October 27, 2028.
3. Remuneration payable:
 - Remuneration payable not exceeding Rs. 75,00,000 per annum including/ excluding all perquisites, performance related incentives and allowances can be drawn which is as per Section 197 read with Schedule V of the Act and employment agreement executed between company and Mr. Rahul Rajani.
 - The remuneration will be drawn up or will be provided to Mr. Rahul Manoj Rajani (DIN: 10937591) on or after the profits being generated by the company.
 - Company's contribution to Provident Fund: As per employment agreement executed between company and Mr. Rahul Rajani.
 - Gratuity: As per employment agreement executed between company and Mr. Rahul Rajani.
 - Leave encashment: As per employment agreement executed between company and Mr. Rahul Rajani.

RESOLVED FURTHER THAT Mr. Rahul Manoj Rajani (DIN: 10937591) shall not be paid any sitting fees for attending the meeting of the Board of Directors of the Company and/ or any Committee thereof.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act, or any other approvals as may be required under the applicable law.

RESOLVED FURTHER THAT the Board of Directors, including any Audit or Nomination or Remuneration Committee thereof, be and is hereby given power to alter or vary the terms and conditions of appointment and/ or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification or re-enactment thereto.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and is hereby severally authorized to file the necessary forms and returns with the Registrar of Companies, and to make necessary entries in the Statutory Registers prescribed under the Companies Act, 2013 and do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Bagepalli Vijayakumar Harish (DIN: 00354759) as an executive director of the company.

To consider and, if thought fit, pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder, and in accordance with the Articles of Association of the Company, Mr. Bagepalli Vijayakumar Harish (DIN: 00354759) was appointed by the Board of Directors as an Additional Executive Director of the Company with effect from October 28, 2025 and holds office up to the date of approval of the Members, and in this regard, the approval of the Members of the Company be and is hereby accorded for his appointment as the Executive Director of the Company, liable to retire by rotation, for a period of five (5) years commencing from October 28, 2025, till October 27, 2030, on such terms and conditions and remuneration as stipulated below and in the explanatory statement annexed hereto, payment of remuneration as may be decided by the Board of Directors based on the agreement and in accordance with the compliance with Schedule V of the Companies Act, 2013.

Brief details of the appointment, remuneration and other terms and conditions are mentioned as under:

1. Period of appointment: w.e.f. October 28, 2025 till October 27, 2030.
2. Period of remuneration: w.e.f. October 28, 2025 till October 27, 2028.
3. Remuneration payable:
 - Remuneration payable not exceeding Rs. 75,00,000 per annum including/ excluding all perquisites, performance related incentives and allowances can be drawn which is as per Section 197 read with Schedule V of the Act and employment agreement executed between company and Mr. Rahul Rajani.
 - The remuneration will be drawn up or will be provided to Mr. Harish (DIN: 00354759) on or after the profits being generated by the company.
 - Company’s contribution to Provident Fund: As per employment agreement executed between company and Mr. Harish.
 - Gratuity: As per employment agreement executed between company and Mr. Harish.
 - Leave encashment: As per employment agreement executed between company and Mr. Harish.

RESOLVED FURTHER THAT Mr. Harish shall not be paid any sitting fees for attending the meeting of the Board of Directors of the Company and/ or any Committee thereof.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act, or any other approvals as may be required under the applicable law.

RESOLVED FURTHER THAT the Board of Directors, including any Audit or Nomination or Remuneration Committee thereof, be and is hereby given power to alter or vary the terms and conditions

of appointment and/ or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification or re-enactment thereto.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and is hereby severally authorized to file the necessary forms and returns with the Registrar of Companies, and to make necessary entries in the Statutory Registers prescribed under the Companies Act, 2013 and do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr. Sandeep Sehgal (DIN: 05358749) as a non-executive director of the company.

To consider and, if thought fit, pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the Section 152 and 161 (1) other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI LODR Regulation”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sandeep Sehgal (DIN: 05358749) was appointed by Board of Directors on recommendation of Nomination and Remuneration Committee as an Additional Non-Executive Non-Independent Director of the Company with effect from October 24, 2025 and who shall hold office up to the date of the approval received from shareholders, approval of members of the company be and is hereby accorded to appoint Mr. Sandeep Sehgal as Non-Executive Non-Independent Director of the Company on such terms and conditions including payment of sitting fees as may be determined by the Board of Directors.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to intimate the above to the Registrar of Companies, Mumbai by filing e-Form DIR-12 and to do all such acts, deeds, things, matters as may be considered necessary, desirable or expedient, incidental or ancillary to give effect to the foregoing resolution.”

7. Appointment of M/s. Motilal & Associates LLP, Chartered Accountants (FRN: 106584W/W100751) as statutory auditor of the company to fill the casual vacancy.

To consider and, if thought fit, pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 and other applicable provisions and the rules made thereunder and pursuant to the recommendation of the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to the appointment of M/s. Motilal & Associates LLP, Chartered Accountants (FRN: 106584W/W100751), as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Devpura Navlakha & Co., Chartered Accountants on such remuneration including reimbursement of out of pocket expenses as may be incurred by them in connection with audit of the company and as may be mutually decided between board and auditor.

RESOLVED FURTHER THAT M/s. Motilal & Associates LLP, Chartered Accountants (FRN: 106584W/W100751), be and are hereby appointed as Statutory Auditors of the Company from date of

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approval of shareholders and shall hold office of the statutory auditor of the company from the date of approval of shareholders until the conclusion of the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT any of the director of the Company be and is hereby authorised to avail other services from the statutory auditor of the Company, in accordance with the applicable statutory laws and requirements, from time to time, which shall be other than the services as mentioned in Section 144 of the Companies Act, 2013 (hereinafter referred as “the Act”), at such remuneration as may be mutually agreed between the Board and the Auditor.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorized to file the necessary forms and returns with the Registrar of Companies, and to make necessary entries in the Statutory Registers prescribed under the Companies Act, 2013 and do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

83-E, Hansraj Pragji Building, Off. Dr. E
Moses Road, Worli, Mumbai City,
Maharashtra, India, 400018

**By and Order of the Board of Directors
For Shamrock Industrial Company Limited**

CIN: L74909MH1991PLC062298

Email: shamrockfin@gmail.com

Date: January 19, 2025

Sd/-

Khushboo Gulati
Company Secretary
Membership No. A42502

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NOTES AND INSTRUCTIONS:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on January 16, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.shamrockindustrial.wordpress.com, websites of the Stock Exchanges, i.e., BSE Limited www.bseindia.com and on the website of the National Securities Depository Limited ("NSDL" or "E-voting agency"), at <https://nsdl.co.in/>.
4. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
5. The Board of Directors, through Circular resolution dated January 19, 2026, approved the appointment of Mr. Dharendra Maurya (COP No. 9594) of D Maurya and Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed Resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cutoff date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cutoff date should treat this notice for information purpose only.
7. The remote e-voting period commences on Friday, January 23, 2026 at 9:00 a.m. and ends on Saturday, February 21, 2026, at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The instructions for remote e-voting are appended to this Notice. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
8. The results of the voting by e-voting will be announced on or before Tuesday, February 24, 2026 by placing with the scrutinizer's report, on the website of the Company and will also be communicated to Stock Exchange. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.
9. The Resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Saturday, February 21, 2026.

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10. All the documents referred to in the Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@shamrockindia.com.

11. Members are requested to note the following contact details for addressing e-voting related grievances to cs@shamrockindia.com.

12. The instructions for e-voting are as under:

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">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.2. 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

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	<p>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.</p> <p>3. 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</p> <p>4. 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div></div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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.</p> <p>2. 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</p>

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	<p>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.</p> <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.com or call at 022 - 4886 7000
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. 1800-21-09911

A. 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?

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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.
- 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'.

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- (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.com 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.com.

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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: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com.

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 with CC to shamrockfin@gmail.com.
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 with CC to shamrockfin@gmail.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.com for procuring user id and password for e-voting by providing above mentioned documents.

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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice are given below:

Item No. 1 and Item No. 2

Consequent to the Share Purchase Agreement dated May 29, 2025 and payment of the consideration as stipulated therein for the transfer of the shares from the existing promoters to the acquirers on September 27, 2025, and in accordance with Regulation 22 & 24(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, new directors were appointed on the Board.

The Board in its meeting held on October 16, 2025 had approved the appointment of Mr. Rattan Kappor as an additional Director of the company, with effect from October 16, 2025 who shall hold office upto the date of approval of shareholders of the company. Further he was appointed as Managing Director & CEO of the Company for a term of 5 Years with effect from October 16, 2025 on such terms and conditions and remuneration as stipulated below, in accordance with the compliance with Schedule V of the Companies Act, 2013.

Mr. Kapoor is fulfilling all the requisite criteria in accordance with Section 164, 196 read with Schedule V of the Act, as required to be appointed as Managing Director on the Board of Directors of the Company.

The brief profile of director is as follows:

A seasoned entrepreneur and investor, known for developing Q-City and backing cutting-edge health tech startups. He also serves on education boards and advises global firms entering India.

The terms and conditions of the appointment of Mr. Rattan Kapoor, including remuneration are given below:

1. Period of appointment: w.e.f. October 16, 2025 till October 15, 2030 subject to the approval of shareholders.
2. Period of remuneration: w.e.f. October 16, 2025 till October 15, 2028 subject to the approval of shareholders.
3. Remuneration payable:
 - Remuneration payable not exceeding Rs.75,00,000 per annum including / excluding all perquisites, performance related incentives and allowances can be drawn which is as per Section 197 read with Schedule V of the Act and employment agreement executed between company and Mr. Rattan Kapoor.
 - The remuneration will be drawn up or will be provided to Mr. Rahul Manoj Rajani on or after the profits being generated by the company.
 - Company's contribution to Provident Fund: As per the employment agreement executed between company and Mr. Rattan Kapoor.
 - Gratuity: As per the employment agreement executed between company and Mr. Rattan Kapoor.
 - Leave encashment: As per the employment agreement executed between company and Mr. Rattan Kapoor.

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Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings is annexed to the Notice as Annexure A.

Disclosures as required by Schedule V to the Companies Act, 2013 are annexed as Annexure B.

Except Mr. Rattan Kapoor and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolutions set out at Item Nos. 1 and 2 of the Postal Ballot Notice for approval by the Members as Ordinary and Special Resolutions respectively.

Item No. 3 and Item No. 4

Consequent to the Share Purchase Agreement dated May 29, 2025 and upon payment of the consideration as stipulated therein for the transfer of the shares from the existing promoters to the acquirers on September 27, 2025, and in accordance with Regulation 22 & 24(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, new directors were appointed on the Board.

The Board in its meeting held on October 28, 2025 had approved the appointment of Mr. Rahul Manoj Rajani as an additional Director of the company, with effect from October 28, 2025 who shall hold office upto the date of approval of shareholders of the company. Further, he was appointed as Whole Time Director & CFO of the Company for a term of 5 Years with effect from October 28, 2025 on such terms and conditions and remuneration as stipulated below, in accordance with the compliance with Schedule V of the Companies Act, 2013.

Further, the proposed candidate shall be a related party to the Company and his remuneration shall qualify as related party transaction, hence, the Audit Committee in its meeting held earlier on the even date had also approved and recommended to the Board the remuneration payable to Mr. Rahul as Whole-time director and CFO of the Company.

Mr. Rahul is fulfilling all the requisite criteria in accordance with Section 164, 196 read with Schedule V of the Act, as required to be appointed as Whole-time Director on the Board of Directors of the Company.

The brief profile of director is as follows:

Qualification: Master of Business Administration (MBA) from Singapore Management University and Graduate in Electronic & Telecommunication Engineering from Maharashtra Institute of Technology, Pune.

Experience: More than 15 years of professional experience working as a consultant, investment adviser and entrepreneur in the fields of Electronics & Telecommunications, Finance and Energy.

The terms and conditions of the appointment of Mr. Rahul Manoj Rajnai, including remuneration are given below:

1. Period of appointment: w.e.f. October 28, 2025 till October 27, 2030 subject to the approval of shareholders.

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2. Period of remuneration: w.e.f. October 28, 2025 till October 27, 2028 subject to the approval of shareholders.
3. Remuneration payable:
 - Remuneration payable not exceeding Rs.75,00,000 per annum including / excluding all perquisites, performance related incentives and allowances can be drawn which is as per Section 197 read with Schedule V of the Act and employment agreement executed between company and Mr. Rahul Manoj Rajani.
 - The remuneration will be drawn up or will be provided to Mr. Rahul Manoj Rajani on or after the profits being generated by the company.
 - Company's contribution to Provident Fund: As per the employment agreement executed between company and Mr. Rahul Manoj Rajani.
 - Gratuity: As per the employment agreement executed between company and Mr. Rahul Manoj Rajani.
 - Leave encashment: As per the employment agreement executed between company and Mr. Rahul Manoj Rajani.

His appointment is subject to the terms and conditions as detailed in the resolution. Mr. Rahul is not a resident of India, he does not satisfy all the conditions set out in the Part-I of Schedule V to the Act and therefore, his appointment would require approval of the Central Government.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings is annexed to the Notice as Annexure A.

Disclosures as required by Schedule V to the Companies Act, 2013 are annexed as Annexure B.

Except Mr. Rahul Rajani and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolutions set out at Item Nos. 3 and 4 of the Postal Ballot Notice for approval by the Members as Ordinary and Special Resolutions respectively.

Item No. 5

Consequent to the Share Purchase Agreement dated May 29, 2025 and payment of the consideration as stipulated therein for the transfer of the shares from the existing promoters to the acquirers on September 27, 2025, and in accordance with Regulation 22 & 24(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, new directors were appointed on the Board.

Based on the recommendation of the Nomination and remuneration Committee and Audit Committee of the Company and Pursuant to the consent of the Board of Directors of the Company Mr. Bagepalli Vijayakumar Harish who was appointed as an additional Executive Director of the Company with effect from October 28, 2025 on such remuneration and such terms and conditions as mentioned in the draft agreement placed before the board.

The brief profile of Mr. Bagepalli Vijayakumar Harish is as follows:

Co-Founder and CFO of Unocoin. With 12+ years in the industry, he played a key role in overturning the RBI's crypto banking ban in 2020 and continues to lead efforts in innovation, compliance, and education.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings is annexed to the Notice as Annexure A.

Disclosures as required by Schedule V to the Companies Act, 2013 are annexed as Annexure B.

Except Mr. Harish and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No. 5 of the Postal Ballot Notice for approval by the Members by way of Special Resolution.

Item No. 6

Pursuant to the Change in Management of Company and in order to align the composition with the applicable laws, the Board has appointed Mr. Sandeep Sehgal as an additional Non- Executive Director, on the Board of the Company through circular resolution to hold office upto the date of the ensuing General Meeting on such terms and conditions including payment of sitting fees as may be determined by the Board of Directors.

A brief profile of Mr. Sandeep Sehgal is as follows:

Mr. Sandeep Sehgal is a Member of Institute of Chartered Accountant of India and holds a certificate of Practicing Chartered Accountant, his FCA Membership Number is 088258.

Pursuant to this, the Company has received the following documents from him:

1. Consent to act as a Director pursuant to Section 152(5) of the Act and Rule 8 of the Rules;
2. Notice of Disclosure of Interest pursuant to Section 184(1) of the Act and Rule 9(1) of the Rules;
3. Declaration of non-disqualification pursuant to section 164(1) and 164(2) of the Act;

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings is annexed to the Notice as Annexure A.

Except Mr. Sandeep Sehgal and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolutions set out at Item No. 6 of the Postal Ballot Notice for approval by the Members as an Ordinary Resolution.

Item No. 7

The Members are hereby informed that the existing Statutory Auditor of the Company has resigned, thereby creating a casual vacancy in the office of the Statutory Auditor, with effect from the closure of business hours on November 14, 2025.

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In terms of Section 139(8) of the Companies Act, 2013, any casual vacancy arising due to the resignation of the Statutory Auditor shall be filled by the Board of Directors within thirty (30) days from the date of such vacancy, subject to the approval of the Members at a General Meeting convened within three (3) months of the recommendation of the Board.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on December 11, 2025, considered and approved the appointment of M/s. Motilal & Associates LLP, Chartered Accountants (Firm Registration No. 106584W/W100751), as the Statutory Auditor of the Company to fill the casual vacancy so caused.

The Company has received written consent and a certificate from Mr. Rishabh Jain, Partner, M/s. Motilal & Associates LLP, pursuant to Sections 139 and 141 of the Companies Act, 2013, confirming that the proposed appointment, if made, shall be in accordance with the applicable provisions of the Act and the rules made thereunder, and that the firm is eligible and willing to act as the Statutory Auditor of the Company.

The brief profile of M/s. Motilal & Associates LLP, Chartered Accountants (FRN: 106584W/W100751) is as follows:

“Motilal & Associates LLP is a multi-disciplinary chartered accountancy firm. It was established in the year 1985 and its headquarters are in Mumbai. The firm has expertise in Audit and Assurance, Direct and Indirect Taxation, Business Advisory, Risk Advisory, Management Accounting, IFRS Advisory, Due Diligence and Company Law related matters.”

Further, the Board is hereby informed that in accordance with the various statutory laws and requirements, the Company, from time to time, is required to avail services such as certification services etc. from the statutory auditor.

It is further informed that the company may avail services other than the services as prescribed in Section 144 of the Companies Act, 2013 from the statutory auditor, with the approval of the Board.

In the view of the above, it is proposed to authorize the directors to avail such services from the statutory auditor, as required from time to time.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolutions set out at Item No. 7 of the Postal Ballot Notice for approval by the Members as an Ordinary Resolution.

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Annexure A

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is as under:

Name of Director	Mr. Rattan Kapoor	Mr. Rahul Rajani	Mr. Bagepalli Vijayakumar Harish	Mr. Sandeep Sehgal
Category	Managing Director and Chief Executive Officer	Whole Time Director and Chief Financial Officer	Executive Director	Non-Executive Director
Date of Birth	24/04/1972	06/12/1988	29/10/1980	11/09/1966
Age	53 Years	38 Years	45 Years	59 Years
Qualification	BA (Hons) English Literature from St Stephen's College, Delhi University	Master of Business Administration (MBA) from Singapore Management University and Graduate in Electronic & Telecommunication Engineering from Maharashtra Institute of Technology, Pune.	Diploma in Computer Science.	Mr. Sandeep Sehgal is a Member of Institute of Chartered Accountant of India and holds a certificate of Practicing Chartered Accountant, his FCA Membership Number is 088258.
Nature of expertise in specific functional area	A seasoned entrepreneur and investor, known for developing Q-City and backing cutting-edge health tech startups. He also serves on education boards and advises global firms entering India.	More than 15 years of professional experience working as a consultant, investment adviser and entrepreneur in the fields of Electronics & Telecommunications, Finance and Energy.	Co-Founder & CFO, Unocoin, with 12+ years of experience driving innovation, compliance, education, and policy engagement in the digital asset ecosystem.	Fellow Member, Institute of Chartered Accountants of India (ICAI); Practicing Chartered Accountant (FCA Membership No. 088258)
Brief resume	BA (Hons) in English Literature from St Stephen's College,	Holds a Master of Business Administration (MBA) from Singapore	Co-Founder and CFO of Unocoin. With 12+ years in the industry, he played a key role	Mr. Sandeep Sehgal is a Fellow Chartered Accountant

SHAMROCK INDUSTRIAL COMPANY LTD.

CIN : L24239MH1991PLCO62298

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	University of Delhi. Seasoned entrepreneur and investor with a strong track record in developing large-scale real estate projects, including Q-City, and in backing cutting-edge health technology startups. Actively serves on education boards and advises global firms on market entry and growth strategies in India.	Management University and a graduate degree in Electronics & Telecommunication Engineering from Maharashtra Institute of Technology, Pune. Has over 15 years of professional experience as a consultant, investment adviser, and entrepreneur across Electronics & Telecommunications, Finance, and Energy sectors.	in overturning the RBI's crypto banking ban in 2020 and continues to lead efforts in innovation, compliance, and education	and a Practicing Member of the Institute of Chartered Accountants of India (FCA Membership No. 088258), with professional experience in accounting, auditing, taxation, and regulatory compliance.
Term and conditions of appointment/ re-appointment and details of remuneration	Terms and conditions of appointment and proposed remuneration are set out in the Explanatory Statement annexed to this Notice	Terms and conditions of appointment and proposed remuneration are set out in the Explanatory Statement annexed to this Notice	Terms and conditions of appointment and proposed remuneration are set out in the Explanatory Statement annexed to this Notice	Terms and conditions of appointment and proposed remuneration are set out in the Explanatory Statement annexed to this Notice
Date of First appointment on the Board	October 16, 2025	October 28, 2025	October 28, 2025	October 24, 2025
Shareholding in the company	5,52,580	NA	5,52,580	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company*	Rattan is Designated Partner along with Aryan Chand in HODL System LLP.	-	-	-

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Number of Board Meetings attended during the year	5	4	4	4
Listed entities in which Directors hold Directorship	NA	NA	NA	NA
Listed Entities in which Directors has resigned from the Past 3 Years	NA	NA	NA	NA
Directorship in other companies	NA	NA	Unocoin Technologies Private Limited and Unocoin Technologies PTE LTD	Paro Medical Center Private Limited, Karodi Metals Private Limited And Mangnum Buildwell Private Limited
Chairmanship / Membership of Committees in other Companies	-	-	-	-

**Mr. Rattan Kapoor, Mr. Rahul Manoj Rajani, and Mr. Bagepalli Vijayakumar Harish had completed the acquisition of the Company pursuant to the open offer in accordance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Consequent to the same, there was a change in the management of the Company, and the new acquirers were appointed as Directors and Key Managerial Personnel (KMP) of the Company.*

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Annexure B

Additional information as required by Schedule V to the Companies Act, 2013

I. General Information:

- a) **Nature of Industry:** The Company is in the business of Manufacturing of chemicals and chemical products and Pharmaceuticals, medical chemical and botanical products and engage in the business of providing services related to Blockchain and virtual digital assets.
- b) **Date of commencement of production:** July 01, 1991.
- c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- d) **Financial performance based on given indicators – as per the financial results for the year ended March 31, 2025:**

(Figures in Lakhs)

Particulars	F.Y. 2024-25	F.Y. 2023-2024
Revenue from Operation	-	-
Revenue from other Income	-	11.18
Total Revenue	-	11.18
Profit before Dep. & Int.	-	-
Depreciation	-	-
Interest	-	-
Others	12.60	15.23
Profit Before Tax and after Depreciation & Interest	(12.60)	(4.06)
Less: Exceptional / Extra-Ordinary items	-	-
Profit Before Tax and Exceptional / Extra-Ordinary items	-	-
Less: Provision for Taxation	-	-
Less: Provision for Tax (deferred)	-	-
Less: Provision for Taxation for earlier year	-	-
Profit/ Loss after Tax	(12.60)	(4.06)
EPS	(0.23)	(0.07)

- e) **Foreign investments or collaborations, if any:** Not Applicable

II. Information about the appointee:

- a) **Background details:**

Particulars	Mr. Rattan Kapoor	Mr. Rahul Rajani	Mr. Bagepalli Vijayakumar Harish
Age	53	38	45

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Designation	Additional Director	Additional Director	Additional Executive Director
Qualification	BA (Hons) English Literature from St Stephen's College, Delhi University	MBA from Singapore Management University and Graduated in electronic and Telecommunication Engineering from Maharashtra, India	Diploma in Computer Science

b) **Past remuneration:** Not Applicable

c) **Recognition or awards:** Not Applicable

d) **Job profile and his suitability:**

Mr. Rattan Kapoor was appointed on the board of the company on October 16, 2025. His Job profile includes following roles and responsibilities: 1. Strategic Planning and Business Growth 2. Compliance with respect to all statutory obligations 3. Improve profitability of the company. 4. Improve the Reputation of the company with the customers. 5. Acquire new customers.	Mr. Rahul Rajani was appointed on the board of the company on October 28, 2025. His Job profile includes following roles and responsibilities: 1. Strategic Planning and Business Growth 2. Compliance with respect to all statutory obligations 3. Improve profitability of the company. 4. Improve the Reputation of the company with the customers. 5. Acquire new customers.	Mr. BV Harish was appointed on the board of the company on October 28, 2025. His Job profile includes following roles and responsibilities: 1. Strategic Planning and Business Growth 2. Compliance with respect to all statutory obligations 3. Improve profitability of the company. 4. Improve the Reputation of the company with the customers. 5. Acquire new customers.
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e) **Remuneration proposed:** The details of remuneration proposed to be paid to Mr. Rattan Kapoor, Mr. Rahul Rajani, and Mr. BV Harish have been disclosed Explanatory Statement.

f) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** The remuneration paid to Mr. Rattan Kapoor, Mr. Rahul Rajani and BV Harish is commensurate and compares favorably with the compensations paid to the business heads of like sized and similarly positioned business.

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- g) **Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:** Pursuant to the acquisition of the Company, the Acquirer has made an open offer to the public. Following the change in management, the New Promoter has been appointed as a Director of the Company. The shareholding of the Directors is provided in Annexure-A.

III. Other Information:

- a) **Reasons of loss or inadequate profits:** The Company did not undertake any operational activities during the past years, resulting in no revenue from core operations. Additionally, there was no non-operating income during the year, compared to ₹11.18 lakhs in the previous year, which had primarily arisen from commission income. The loss of ₹12.06 lakhs was mainly due to ongoing administrative and day-to-day expenses incurred despite the absence of revenue-generating activities.
- b) **Steps taken or proposed to be taken for improvement:** The new management has initiated new lines of business aimed at improving the Company's financial position. These initiatives are aligned with the Company's core objectives and are intended to support business growth and financial stability.
- c) **Expected increase in productivity and profits in measurable terms:** We as such cannot quantify the increase in profits in coming year but the Company expects a gradual improvement in operational productivity and financial performance considering the initiative taken by new management.

Registered Office:

83-E, Hansraj Pragji Building, Off. Dr. E
Moses Road, Worli, Mumbai City,
Maharashtra, India, 400018

**By and Order of the Board of Directors
For Shamrock Industrial Company Limited**

CIN: L74909MH1991PLC062298

Email: shamrockfin@gmail.com

Date: January 19, 2025

Sd/-

Khushboo Gulati

Company Secretary

Membership No. A42502