



SHAMROCK INDUSTRIAL COMPANY LTD.

CIN: L24239MH1991PLC062298

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: 28.06.2022

To,
The Bombay Stock Exchange Ltd
Corporate Relationship Dept,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai - 400001

BSE Scrip Code: 531240

Sub: Submission of 31st Annual Report for F.Y. 2021-22

Dear Madam/Sir,

In terms of Regulation 34 of the SEBI (LODR) Regulations, 2015, please find enclosed a copy of an Annual Report of the Company for its 31st Annual General Meeting for F.Y. 2021-22 to be held on 20th July, 2022.

Kindly acknowledge the Receipt.

Thanking You
Yours Faithfully

For Shamrock Industrial Company Ltd
For **SHAMROCK INDUSTRIAL CO. LTD**

Kamlesh Khokhani **DIRECTOR**
(Managing Director)
DIN: 00322223

Encl: a/a

**ANNUAL
REPORT
2021-22**

**SHAMROCK
INDUSTRIAL
COMPANY
LIMITED**

CONTENTS

Particulars	Page No.
Corporate Information & other Details	3
Notice of 31 st Annual General Meeting of the Company	4
Other Notes and Procedure and Instruction for E-voting	5
Explanatory statement pursuant to section 102 of the Companies Act, 2013	11
Additional information of Directors seeking Re-Appointment/Appointment	13
Board of Directors' Report	14
Annexure to Directors' Report	
❖ Policy on Selection and Appointment, Performance Evolution & Remuneration of Directors - Annexure I	27
❖ Form MR-3 Secretarial Audit Report – Annexure II	29
❖ Form AOC-2 (Related Party Transaction) – Annexure III	32
❖ For MGT-9 Extract of Annual Return – Annexure IV	33
Management Discussion and Analysis Report	39
CEO/CFO Certification	42
Declaration regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct	42
Certificate of Non-Disqualification of Directors	43
Independent Auditors' Report and Annexure thereto	44
Balance Sheet	51
Profit & Loss A/c	52
Cash Flow Statement	53
Schedules and Notes forming part of Financial Statement	54
Attendance Slip	65
Proxy Form	65
Ballot Paper	66
Route Map	67

SHAMROCK INDUSTRIAL COMPANY LIMITED

CIN: L24239MH1991PLC62298

REGD. OFF: 83-E, HANSRAJ PRAGJI BUILDING, OFF. DR. E MOSES ROAD, WORLI, MUMBAI – 400018

31ST ANNUAL REPORT

BOARD OF DIRECTORS

Shri. Kamlesh Khokhani	-	Managing Director
Shri. Kalpesh Khokhani	-	Non Executive Director
Smt Neeta Jitesh Khokhani	-	Non Executive Director
Smt. Sonalika Shrivastav	-	Independent Director (w.e.f 22 nd June, 2021)
Shri Dinesh Tiwari	-	Independent Director (w.e.f 21 st April, 2022)

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Priyanka Manishbhai Rathod

CFO:

Mr. Jitesh Khokhani

PRINCIPLE BANKERS:

Kotak Mahindra Bank - Nariman Point Branch

AUDITORS:

M/s. R. Soni & Co.1509, Ghanshyam Enclave, New Link Road,
Near Lalji Pada Police Chowki,
Kandivali(West), Mumbai-400067

REGISTAR & TRANSFER AGENT:

Bigshare Services Pvt. Ltd.

CIN : U99999MH1994PTC076534

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai 400059
Board No. : 022 40430200, 022 40430295
Email id: investor@bigshareonline.com
Email id: bhagwan@bigshareonline.com

LISTING OF EQUITY SHARES:

Bombay Stock ExchangePhiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001
Tel: 91-22-22721233/4 | 91-22-66545695

REGISTERED / COMMUNICATION ADDRESS:

83 – E, Hansraj Pragji Building,
Off: Dr. E. Moses Road, Worli, Mumbai - 400018
Email id: shamrockfin@gmail.com
Website: www.shamrockindustrial.wordpress.com
Tel: 022-40778879 | Fax: 022-24983300

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. SHAMROCK INDUSTRIAL COMPANY LIMITED WILL BE HELD ON WEDNESDAY, 20TH JULY, 2022, AT 10.30 A.M. AT REGD. OFF: 83-E, HANSRAJ PRAGJI BUILDING, OFF. DR. E MOSES ROAD, WORLI, MUMBAI – 400018

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon. – **Ordinary Resolution**
2. To appoint a Director in place of Mrs. Neeta Jitesh Khokhani (DIN: 08272554), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment. - **Ordinary Resolution**

“RESOLVED THAT Mrs. Neeta Jitesh Khokhani (DIN: 08272554), who retires by rotation at this 31st Annual General Meeting and being eligible, offered herself for re-appointment, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT any of the Directors 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 regards.”

3. To appoint M/s. Devpura Navlakha & Co., Chartered Accountants, Mumbai (FRN – 121975W) as Statutory Auditors of the Company and to fix their remuneration – **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, the consent of the members of the Company be and is hereby accorded for the appointment of M/s. Devpura Navlakha & Co., Chartered Accountants, Mumbai (FRN – 121975W) as Statutory Auditors of the Company, in place of retiring auditors M/s. R. Soni & Co., Chartered Accountants (Firm Registration No. 130349W), to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting, at remuneration of Rs. 50,000/- (Rupees Forty Thousand Only) plus applicable taxes, out of pocket expenses, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure”.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to decide and finalize the terms and remuneration plus taxes at the applicable rates and reimbursement of out of pocket expenses and travelling expenses etc., as may be mutually agreed between Statutory Auditors and the Company based on the recommendation of Audit Committee.”

SPECIAL BUSINESSSES:

4. To confirm and regularize the appointment of Mr. Dinesh Murlidhar Tiwari (Din: 09566988) From Additional Director To Independent Director - **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Dinesh Murlidhar Tiwari (DIN: 09566988), who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from April 21, 2022, who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, pursuant to Section 160 of the Act, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years up to 20th April, 2027.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. To consider the re-appointment of Mr. Kamlesh Rameshchandra Khokhani (DIN:00322223) as a Managing Director of the Company for a term of 5 years and to fix his remuneration - **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the 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), the relevant provisions of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for the re-

appointment of Mr. Kamlesh Rameshchandra Khokhani (DIN: 00322223) as the Managing Director of the Company for the period of 5 years w.e.f. 22nd August, 2022 upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Kamlesh Rameshchandra Khokhani in the best interests of the Company and as may be permissible at law, viz.:

- a) Period: 5 years w.e.f. 22nd August, 2022
- b) Remuneration: Basic Salary: Rs.12,000,000/- (Rupees Twelve lac only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.5,00,000/- (Rupees Five Lacs only) per month.
- c) Perquisites: the above salary includes following perquisites as per company's policy
 - i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation.
 - ii. Reimbursement of expenses on actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.
 - iii. Car for use of Company's Business
 - iv. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actual (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable).
 - v. Leave Travel Expenses: Leave Travel Expenses for self and family.
 - vi. Club fees: Fees of One Corporate Club in India (including admission and annual membership fee)
 - vii. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company.
 - viii. Leave and encashment of leave.
 - ix. Personal accident Insurance Premium.
 - x. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme
 - xi. Gratuity and / or contribution to the Gratuity Fund of Company.
 - xii. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.
- d) The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- e) When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- f) The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.
- g) Shri Kamlesh Rameshchandra Khokhani shall be subject to retirement by rotation during his tenure as the Managing Director of the Company as otherwise decided by the Board.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

REGISTERED OFFICE:

83 – E, Hansraj Pragji Building,
Off Dr. E. Moses Road, Worli,
Mumbai – 400018

By Order of the Board

Sd/-
Kamlesh Khokhani
(Managing Director)
DIN: 00322223

Date: June 25, 2022**IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE**

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while Members holding shares in demat form can intimate/update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

Notes:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
2. In view of the continuing COVID-19 pandemic and pursuant to Circular nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 and 03/2022 dated 5th May, 2022 respectively, and all other relevant circulars issued from time to time by the

Ministry of Corporate Affairs (“the MCA Circulars”) read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (the SEBI Circulars), relaxation has been granted from physical attendance of the Members to the AGM and companies are permitted to hold General Meetings through Video- Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”). However the Company opted to convey its AGM physically at its registered office on Wednesday, 20th July, 2022, at 10.30 a.m. (IST).

3. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and a proxy need not be a member of the company. A person can act as proxy on behalf of member’s upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person may not act as a proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 31st AGM. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend and vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at pankajtrivedicsllb@gmail.com with a copy marked to evoting@nsdl.co.in.
5. In line with the MCA General Circular 20/2020 dated May 5, 2020 02/2022 and 03/2022 dated 5th May, 2022 respectively, the Notice of the AGM alongwith the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 31st AGM has been uploaded on the website of the Company at <https://shamrockindustrial.wordpress.com> under ‘Annual Report’ section and may also be accessed on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.
6. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, 16th July, 2022 to Wednesday, 20th July, 2022, both days inclusive.
7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019 and transmission or transposition can be done only in dematerialized form with effect from January 24, 2022. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company’s Registrar and Transfer Agent, Bigshare Services Private Limited (‘Registrar’ or ‘Bigshare’) at bhagwan@bigshareonline.com for assistance in this regard.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at bhagwan@bigshareonline.com in case the shares are held in physical form, quoting their folio number. Further, Members may note that Securities and Exchange Board of India (‘SEBI’) has mandated the submission of PAN by every participant in the securities market.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at bhagwan@bigshareonline.com in case the shares are held in physical form, quoting their folio number.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
11. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Wednesday, July 13, 2022 may cast their vote by remote e-Voting. The remote e-Voting period commences on Saturday, July 17, 2022 at 9.00 a.m. (IST) and ends on Tuesday, July 19, 2022 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, July 13, 2022.
12. Members will be provided with the facility for voting through electronic voting system during the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.
13. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before as well as during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the

Notice and holding shares as on the cut-off date i.e. Wednesday, July 13, 2022, may obtain the User ID and password by sending a request at evoting@nsdl.co.in.

The facility for voting through remote e-voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on **Sunday, 17th July, 2022 at 09:00 A.M.** AND ends on **Tuesday, 19th July, 2022 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday, 13th July, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, 13th July, 2022**.

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. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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?

- 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, 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.
- 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 120237 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'.
 - 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. Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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.
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 at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company 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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to mention company's email ID at 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.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.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

1. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800 1020 990 and 1800 22 44 30.

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before July 13, 2022, so that the answers/details can be kept ready at the Annual General Meeting.

REGISTERED OFFICE:

83 – E, Hansraj Pragji Building,
Off Dr. E. Moses Road, Worli,
Mumbai – 400018

Date: June 25, 2022

By Order of the Board

**Sd/-
Kamlesh Khokhani
(Managing Director)
DIN: 00322223**

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013,
SPECIAL BUSINESS:****ITEM NO.3: TO APPOINT STATUTORY AUDITORS AND FIX THEIR REMUNERATION.**

The retiring auditors M/s. R. Soni & Co., Chartered Accountants (Registration No: 130349W) has been appointed as a Statutory Auditors of the Company at 27th AGM to hold office till the conclusion of 31st AGM. The Board based on the recommendation of In Audit Committee proposed the appointment of M/s. Devpura Navlakha & Co., Chartered Accountants, Mumbai (FRN – 121975W) as Statutory Auditors of the for a term of 5 years, commencing from the conclusion of 31st AGM till the conclusion of the 36th AGM, without any ratification by members every year.

M/s. Devpura Navlakha & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the Resolution at Item No. 3 to be passed as an ordinary resolution.

**ITEM NO.4: TO CONFIRM THE APPOINTMENT OF MR. DINESH MURLIDHAR TIWARI (DIN: 09566988)
FROM ADDITIONAL DIRECTOR TO INDEPENDENT DIRECTOR.**

The Board at its Meeting held on April 21, 2022 based on the recommendation of the Remuneration & Nomination Committee ("the Committee") approved the appointment of Mr. Dinesh Murlidhar Tiwari (DIN: 09566988) as an Independent Additional Director with effect from April 21, 2022. The Board, based on the recommendation of the Committee, also approved the appointment of Mr. Dinesh Murlidhar Tiwari as an Independent Director of the Company for a term of five consecutive years commencing from April 21, 2022 to April 20, 2027, subject to the approval of Members.

Mr. Dinesh Murlidhar Tiwari (DIN: 09566988) is a Law graduate and has wide range of experience of around 15 years in the field of Accounts, Taxation, Compliance, Company Laws, Listing Regulations and other Law of Land and having regards to his qualification, the Committee and the Board is of the opinion that his expertise and experience will suit to the requirement of the Company.

Further Mr. Dinesh Murlidhar Tiwari also holds a valid Certificate of clearing exams conducted by Indian Institute of Corporate Affairs and as confirmed he is not been disqualified under and rule of act for being appointed as a Director and he also confirmed that he meets all criterions specified under Section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16(1)(b) and 17 of the LODR Regulation, 2015 for his appointment as an Independent Director of the Company.

The Company has received a Notice from a Member in writing under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Dinesh Murlidhar Tiwari for the office of the Director of the Company.

Considering his background and experience, the association of Mr. Dinesh Murlidhar Tiwari would be beneficial to the Company as an Independent Director for the term of Five (5) consecutive years with effect from April 21, 2022 till April 20, 2027.

The details of Mr. Dinesh Murlidhar Tiwari as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure I to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Dinesh Murlidhar Tiwari is in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

In terms of the SEBI Listing Regulations, effective January 1, 2022, the listed entity shall ensure that 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 date of appointment, whichever is earlier and that the appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution.

As the period of three months would conclude in the AGM in 2022, the Board recommends the passing of the Special Resolution at Item No. 4 of this Notice, for the approval of the Members.

ITEM NO.5: TO CONSIDER THE RE-APPOINTMENT OF MR. KAMLESH RAMESHCHANDRA KHOKHANI (DIN: 00322223) AS A MANAGING DIRECTOR OF THE COMPANY.

Mr. Kamlesh R. Khokhani is one of the co-promoter and founder of the Company and has been associated with the Company in management since 1994. Mr. Kamlesh Rameshchandra Khokhani (DIN: 00322223) was appointed as Managing Director of the Company in 26th AGM of the Company held on September 26, 2017 for a term of 5 years effective from 22nd August, 2017. He played an instrumental role in the growth of the Company. Under his stewardship, the Company has implemented robust processes and practices to support the future growth plans. Considering his contribution to the growth trajectory of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the

Company in their meeting held on June 25, 2022, re-appointed Mr. Kamlesh Rameshchandra Khokhani, as Managing Director, for a period of five years effective from August 22, 2022, subject to approval of members of the Company at the 36th Annual General Meeting.

Mr. Khokhani has experience of over 27 years in handling commercial functions, encompassing Sales, Purchases and Exports in pharmaceutical and Chemical Industry and excellent Managerial and Inter Personal Skills.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Kamlesh Rameshchandra Khokhani as a Director of the Company.

The remuneration and other terms and conditions of Mr. Khokhani's re-appointment as Managing Director as set out in the resolution is subject to your approval.

Brief resume of Mr. Kamlesh Rameshchandra Khokhani, along with disclosures required under the Listing Regulations and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India, is given in the Annexure accompanying this Notice.

Mr. Kalpesh Khokhani (Non-executive Director), Mrs. Neeta Khokhani (Non-executive Director) and Mr. Jitesh Khokhani (CFO) along with Mr. Kamlesh Rameshchandra Khokhani are interested in the said resolution.

The resolution as set out in item nos. 5 of this Notice is accordingly commended for your approval.

REGISTERED OFFICE:

83 – E, Hansraj Pragji Building,
Off Dr. E. Moses Road, Worli,
Mumbai – 400018

Date: June 25, 2022

By Order of the Board

**Sd/-
Kamlesh Khokhani
(Managing Director)
DIN: 00322223**

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(In pursuance of Regulation 36(3) of the LODR Regulation, 2015)

Details of directors seeking appointment and re-appointment at the ensuing Annual General Meeting

Sr. No	Name of the Directors	Neeta Jitesh Khokhani	Dinesh Murlidhar Tiwari	Kamlesh Rameshchandra Khokhani
1	Date of Birth	10/01/1971	30/10/1968	16/08/1971
2	Age	51 years	54 years	51 years
3	Appointment date	14.11.2018	21/04/2022	01/10/1994
4	PAN	AABPT6947N	ACHPT5479K	AADPK6603N
5	DIN	08272554	09566988	00322223
6	No. of Equity shares held in the company (as on 31.03.2022)	None	None	1,76,203
7	Qualifications	Graduation	Law Graduate	B.Com, DITM from US
8	Brief Profile	Mrs. Neeta Jitesh Khokhani is one of the co-promoter of the Company; she is having experience of more than 18 years in the field of Administration and Management.	Mr. Dinesh M. Tiwari is a Law graduate and has wide range of experience or around 15 years in the field of Accounts, Taxation, Compliance, Company Laws and other Law of Land.	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
9	List of other Directorships (excluding Foreign Company)	Nil	Nil	1. Shamrock Pharmachemi Pvt Ltd 2. Shamrock Finlease Limited 3. Shiraaj Pharmachemi Pvt Ltd 4. Atul Impex Private Limited
10	Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	Nil	Nil	Member of Stakeholder Relationship Committee of the Company.
11	Relationships, if any between Directors, interest.	Spouse of Mr. Jitesh Khokhani who and Sister In-Law of Kamlesh Khokhani and Kalpesh Khokhani.	None	Brother of Mr. Kalpesh Khokhani and Jitesh Khokhani and Brother In-Law of Neeta Khokhani.

BOARD OF DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the 31st Annual Report along with the Audited Accounts for the financial year ended March 31, 2022.

FINANCIAL RESULTS:

Summary of the Company's financial performance for F.Y. 2021-22 as compared to the previous financial year is given below:

Particulars	(Figures in Lacs)	
	F.Y. 2021 – 2022	F.Y. 2020 – 2021
Revenue from Operation	-	-
Revenue from other Income	9.66	0.88
Total Revenue	9.66	0.88
Profit before Dep. & Int.	-	-
Depreciation	-	-
Interest	-	-
Profit after Depreciation & Interest	(20.74)	(31.39)
Provision for Taxation	-	-
Provision for Tax (deferred)	-	-
Provision for Taxation for earlier year	-	-
Profit/ Loss after Tax	(20.74)	(31.39)
EPS	(0.38)	(0.58)

HIGHLIGHTS:

Your Company's main activity is cornered in to dealing and manufacturing of pharmaceutical products and services. Since few years your Company has been non-operative. The other revenue is the commission income earned by the Company during the year and in previous year was an interest on refund. The main reason of occurring losses is due to day to day routine/administrative expenses. The management of the Company wants to revive the Company and is very optimistic regarding performance of the Company in future and is taking every step and making every possible effort to turn the Company in to a profitable organization.

DIVIDEND:

During the year the company incurred losses; your directors have not recommended any dividend on Equity Shares for the year under review.

AMOUNTS TO BE TRANSFERRED TO RESERVES:

In the view of continuous losses no fund was transferred to General Reserve.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company was not required to transfer any amount to unclaimed dividend to investor education and protection fund.

DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Composition of the Board during the year was as per the provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Companies Act, 2013.

Pursuant to Section 152(6) of the Companies Act, 2013 Mrs. Neeta Jitesh Khokhani (DIN: 08272554), retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Your Board has recommended her re-appointment.

Pursuant to Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the tenure of Mr. Kamlesh Rameshchandra Khokhani (DIN: 00322223) is concluding on August 21, 2022. On the recommendation of Nomination and Remuneration Committee, your Board has recommended his re-appointment as Managing Director of the Company.

During the year under review Mr. Ketan Bhupendrabhai Parikh (DIN: 07787288) ceased to be an Independent Director of the Company on account of completion of his term of 5 years as an Independent Director of the Company w.e.f April 9th 2022 and

in his place Mr. Dinesh Murlidhar Tiwari (DIN: 09566988) was appointed as Independent Director of the Company w.e.f 21st April, 2022 upon recommendation of Nomination and Remuneration Committee and his appointment is recommended to the members for appointment at ensuing AGM.

The Board appointed Ms. Sushmita Swarup Lunkad (DIN: 09044848) as an Independent Director of the Company w.e.f. 1st January, 2021, who has resigned from the Board w.e.f. 22nd June, 2021 due to her preoccupations and Board appointed Mrs. Sonalika Sushant Shrivastav (DIN: 09209953) as an Independent Director of the Company w.e.f. 22nd June, 2021, in place of Ms. Sushmita Swarup Lunkad to meet the requirement of Act.

Mr. Jitesh Khokhani is the Chief Financial Officer of the Company and Mrs. Priyanka Rathod is the Company Secretary cum Compliance Officer of the Company.

None of the Directors are disqualified for appointment/ re-appointment under Section 164 of the Act. As required by law, this position is also reflected in the Auditors' Report.

As required under Regulation 36(3) of the listing Regulations with the stock exchanges, the information on the particulars of Directors proposed for appointment/re-appointment has been given in the notice of annual general meeting.

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134 (3) (c) of the Companies Act, 2013, and based on the information provided by management, your Directors' state that:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2022 the applicable accounting standards have been followed.
- b) Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the State of affairs of the corporation as at the end of March 31, 2022 and of the profit of the Company for the year ended on that date.
- c) Proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Annual Accounts of the Company have been prepared on the ongoing concern basis.
- e) That they have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively.
- f) That system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

DECLARATION OF INDEPENDENCE BY DIRECTORS:

The Independent Non-executive Directors of the Company, viz. Dinesh Murlidhar Tiwari and Sonalika Sushant Shrivastav have affirmed that they continue to meet all the requirements specified under Regulation 16(1)(b) of the LODR Regulation, 2015 in respect of their position as an "Independent Director" of Shamrock Industrial Company Limited.

As per Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the familiarization programmes for Independent Directors have been detailed out in the Corporate Governance Report forming part of the Annual Report and are also disclosed on the website of the Company at <https://shamrockindustrial.files.wordpress.com/2016/05/familiarisation-programme-of-independent-directors--shamrock.pdf>. The details of the meeting of Independent Directors are given in Corporate Governance Report forming part of the Annual Report.

In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and that they hold the highest standards of integrity.

The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended.

POLICIES ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The policies of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Act is appended as **Annexure I** to this Report.

EVALUATION OF BOARD OF DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Independent Directors was completed.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

The Board as a whole was evaluated on various parameters like Board Composition & Quality, Board Meetings and Procedures, adherence to the Code of Conduct etc. Based on each of the parameter, the Board of Directors formed an opinion that performance of Board as a whole has been satisfactory.

MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Independent Directors was completed.

The evaluation framework for assessing the performance of directors of your company comprises of contribution at meetings, strategies perspective or inputs regarding the growth and performance of your company among others.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Details of program for familiarization of Independent directors of the company are accessible on your company website at <https://shamrockindustrial.files.wordpress.com>.

STATUTORY AUDITORS:

The retiring auditors M/s. R. Soni & Co., Chartered Accountants (Registration No: 130349W) has been appointed as a Statutory Auditors of the Company at 27th AGM to hold office till the conclusion of 31st AGM. The Board based on the recommendation of In Audit Committee proposed the appointment of M/s. Devpura Navlakha & Co., Chartered Accountants, Mumbai (FRN – 121975W) as Statutory Auditors of the for a term of 5 years, commencing from the conclusion of 31st AGM till the conclusion of the 36th AGM, without any ratification by members every year.

M/s. Devpura Navlakha & Co., Chartered Accountants, (FRN – 121975W), Mumbai have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee and the Board of Directors have recommended the appointment of M/s. Devpura Navlakha & Co., Chartered Accountants, Mumbai (FRN – 121975W), as statutory auditors of the Company from the conclusion of the 31st AGM till the conclusion of 36th AGM, to the shareholders.

AUDITORS REPORT:

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134 (1) of the Companies Act, 2013.

SECRETARIAL AUDIT:

Pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Pankaj Trivedi & Co., Company Secretary in Practice to conduct the Secretarial Audit for the financial year 2021-22. The Secretarial Audit Report as received from M/s. Pankaj Trivedi & Co., is appended to this Report as **Annexure II**.

COMMENTS ON REMARKS/OBSERVATION/QUALIFICATION MADE BY THE AUDITORS:

M/s. Pankaj Trivedi & Co., Company Secretary in Practice, in his Secretarial Audit Report for financial year 2021-22 have drawn the attention of the management on some the non-compliances, which have been marked as qualification in his report. In connection with the same management herewith give the explanation for the same as follows:

The Company is in to non-operation since a decade and the company has no business transactions. The Company will appoint the Internal Auditors once the company will start operations. Currently the Management is checking on the internal controls and risk of the company upon guidance of Statutory Auditors of the Company.

The promoters of the Company will demat its entire holding in due course of time and it's in physical form because of few practical and procedural difficulties in dematerialisation of these shares.

The Company has filed form DIR-12 in connection with the appointment of Ms. Priyanka Rathod as Company Secretary and Compliance Officer of the Company and her name can be seen in master data of the Company. As far as Form MGT-14 is concerned the Company will file the same.

The observations and remarks made by Secretarial Audit Report are self-explanatory and the Management is striving to comply with all regulatory requirements. The Management will make sure that noncompliance will not be made in future. The

Management states that none of the reservation / qualification / observation attracts any penalties and have any bearing on the performance of the Company.

CERTIFICATE FROM PRACTICING COMPANY SECRETARY:

The Company has obtained a Certificate from M/s. Pankaj Trivedi & Co., confirming that no Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority is annexed to this report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company during the year.

MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR:

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013.

MEETING OF INDEPENDENT DIRECTORS:

The meeting of Independent Directors was held on 29th March, 2022.

NUMBER OF MEETINGS OF THE BOARD:

The Board met 5 (five) times during the financial year on 30.04.2021, 22.06.2021, 06.08.2021, 12.11.2021 and 10.02.2022. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

The Company does not have subsidiary, Joint Venture & Associate Companies as on March 31, 2022.

NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

There were no such Companies which have become or ceased subsidiaries, Joint Ventures or Associate Companies during the year.

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are as under. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of Directors/KMPs	Remuneration Received (In Rs. Lakh)	% increase in Remuneration in the Financial year 2021-22	Ratio of remuneration of each Director to median remuneration of employees
1	Kalpesh Khokhani (Chairman & Director)	Nil	Nil	Nil
2	Kamlesh Khokhani (Managing Director)	Nil	Nil	Nil
3	Ketan Parikh * (Independent Director)	12.60	11.30%	6.46
4	Neeta Jitesh Khokhani (Non-Executive Director)	Nil	Nil	Nil
5	Sonalika Shrivastav (Independent Director)	1.67	Nil	0.85

6	Sushmita Swarup Lunkad @ (Independent Director)	0.25	Nil	0.13
7	Jitesh Khokhani (Chief Financial Officer)	Nil	Nil	Nil
8	Priyanka Rathod (Company Secretary)	1.95	Nil	Nil

Note: Ceased w.e.f. 09.04.2022 and @ resigned w.e.f. 22.06.2021

- There were only 1 employees on the roll of Company during F.Y ending March 31, 2022.
- The median remuneration of employees of the Company during the financial year was Rs. 1.95 Lakhs.
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Remuneration on Cash basis.
- Relationship between average increase in remuneration and Company performance.
The total remuneration did not increase during 2021-22; However the was no income from operation during the year and previous year.
- Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
The total remuneration of the Key Managerial Personnel(s) did not increase in 2021-22; whereas loss incurred was Rs. (20.74) lakhs as compared to a loss of Rs.(31.39) lakhs in 2020-21.

RISK MANAGEMENT AND INTERNAL CONTROLS:

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

ADEQUACY OF INTERNAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 are appended as **Annexure III**.

EXTRACT OF ANNUAL RETURN:

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is given in the Report as **Annexure IV**. It is also uploaded on the website of the Company.

POSTAL BALLOT: No postal ballot was held during the year 2021-22 .

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not granted any loans, or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of the investments made.

Details of the Loans, Investments and Guarantee covered under the provisions of Section 186 of the Companies Act, 2013 (Act), has been given under notes forming parts of the Accounts and same will be produced for verification to the members at the registered office of the Company on their request.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The particulars under the companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, on conservation of energy and Technology absorption are not applicable.

FOREIGN EXCHANGE:

There is no inflow and outflow of Foreign Exchange.

CODES OF CONDUCT:

The Board of Directors of the Company has laid down required Codes of Conduct. It has also adopted Code for Independent Directors as per Schedule IV of the Companies Act, 2013. All Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the respective Codes of Conduct for the year under review. The Code of Conduct is available on the Company's website.

REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:

Since the Company is falling within the criteria of Regulation 15 (2) of SEBI (Listing Obligation & Disclosure) Regulations, 2015. Therefore, Corporate Governance requirement prescribed under SEBI (Listing Obligation & Disclosure) Regulations, 2015 are not applicable to the Company as on March 31, 2022.

A report on Management Discussion and Analysis for the year under review is annexed and forms a part of this report.

COMMITTEES OF THE BOARD:

The Board Committees focus on specific areas mentioned in their terms of reference and make informed decisions within the authority delegated to them. Each Committee of the Board is guided by its terms of reference. The Committees also make specific recommendations to the Board on various matters required. All observations, recommendations and decisions of the Committees are placed before the Board for its information or approval. All the minutes of committee meetings are placed before the Board for its noting.

The Company has following Committees of the Board namely Audit committee, Nomination and Remuneration committee, Stakeholder's Relationship Committee which enables the Board to deal with specific areas / activities that need a closer review and to have an appropriate structure to assist in the discharge of their responsibilities. The Board Committees meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the Board.

Composition of the Board

As on 31st March, 2022, the Company's Board of Directors comprised of five Directors of which two are Non-Executive and Independent Directors Viz. Mr. Ketan Bhupendrabhai Parikh (Ceased w.e.f 9th April, 2021) and Mrs. Sonalika Sushant Shrivastav; two are Non-Executive Directors Viz. Mr. Kalpesh Rameshchandra Khokhani and Mrs. Neeta Jitesh Khokhani and one is Executive Director Viz. Mr. Kamlesh Rameshchandra Khokhani, who is the Managing Director. The Board also met the requirement of Woman Director as prescribed under Listing Regulations, 2015. Ms. Priyanka Rathod is the Company Secretary cum Compliance officer of the Company.

The Board has received confirmation from the Non- Executive and Independent Directors that they qualify to be considered as independent as per the definition of 'Independent Director' stipulated in Regulation 16 (1)(b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013 (hereinafter called "the Act"). None of the Directors of the Company is related to each other.

None of the Directors hold directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director.

The number of directorships and committee Chairmanships/Memberships held by the Directors in other public companies as on March 31, 2022 are given below:

Sr. No.	Name of Directors / KMPs	Category	No. of other Directorship	No. of Eq. shares held in Co.	Member/ Chairperson of the committee	
					Member	Chairman
1	Kamlesh R. Khokhani	Managing Director	1	1,76,203	1	-
2	Kalpesh R. Khokhani	Non-Executive Director	2	2,48,118	1	-
3	Neeta Jitesh Khokhani	Non-Executive Director	-	-	-	-
4	Ketan Parikh	Independent Director	-	-	2	2
5	Sonalika Shrivastav	Independent Director	-	-	2	-
6	Jitesh Khokhani	Chief Financial Officer	4	1,09,203	-	-
7	Priyanka Rathod	Company Secretary	-	-	-	-

Directorships mentioned as above do not include directorships of Private Limited Companies, companies under Section 8 of the Act and of companies incorporated outside India.

Positions in only the Audit Committee and Stakeholders' Relationship Committee are considered for the purpose of reckoning the number of Chairmanships and Memberships held by the Directors.

None of the Non-Executive Independent Directors has any material pecuniary relationship or transactions with the Company, other than the commission and sitting fees received by them for attending the meetings of the Board and its Committee(s) and professional fees received by the firm in which a Director is a partner.

The terms of reference for each committee have been clearly defined by the Board. The minutes of the meetings and the recommendation, if any, of the committees are submitted to the Board for their consideration and approval.

As on date the Company has following Committees of the Board. Specific terms of reference have been laid out for each of them.



AUDIT COMMITTEE AT GLANCE:

In order to align with the provisions of Section 177 of the Companies Act, 2013 and Listing Regulation with the Stock Exchanges. The terms of reference of the Audit Committee includes the following:

SCOPE AND FUNCTION:**The broad terms of reference of the Audit Committee, inter alia, include:**

The terms of reference of the Committee are aligned with the terms of reference provided under Section 177 of the Companies Act, 2013 and Para B of Part D of Schedule II of the Listing Regulations.

COMPOSITION:

The composition of the audit committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2021-22		
		Held	Entitle	Attended
Ketan Parikh @	Chairman	5	5	5
Dinesh Tiwari \$	Chairman	5	0	0
Sushmita Lunkad #	Member	5	1	1
Sonalika Shrivastav *	Member	5	3	3
Kalpesh Khokhani	Member	5	5	5

Note: @ Ceased w.e.f 09.04.2022 | \$ Appt w.e.f. 21.04.2022 | # Resigned w.e.f 22.06.2021 | * Appt w.e.f. 22.06.2021

The Audit Committee was reconstituted on 22.06.02021 upon resignation of Ms. Sushmita Lunkad and in whose place Mrs. Sonalika Shrivastav was designated as a committee member.

In all five audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows: 30.04.2021, 22.06.2021, 06.08.2021, 12.11.2021 and 10.02.2022. The necessary quorum was present for all the meetings.

NOMINATION AND REMUNERATION COMMITTEE AT GLANCE:

During the year under review, the terms of reference of Nomination and Remuneration Committee were expanded in order to align them with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The composition of this Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 Para- A of Part D of Schedule II of the Listing Regulations and Regulation 19 of the Listing Regulations.

- ❖ To formulate criteria for evaluation and evaluate the performance of every director, including the Independent Directors;
- ❖ To identify and recommend to the Board, in accordance with the criteria as laid down, appointment/reappointment/removal of the Executive /Non- Executive Directors and the senior management of the Company;
- ❖ Recommend to the board appointment of key managerial personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this committee).
- ❖ Carry out evaluation of every director's performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors.
- ❖ This shall include "formulation of criteria for evaluation of independent directors and the Board"
- ❖ On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- ❖ To monitor and handle any other matter relating to framing/administration of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 or any amendments thereof;
- ❖ Any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.
- ❖ Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

COMPOSITION:

The composition of the Nomination & Remuneration Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2021-22		
		Held	Entitle	Attended
Ketan Parikh @	Chairman	1	1	1
Dinesh Tiwari \$	Chairman	1	0	0
Kalpesh Khokhani	Member	1	1	1
Sushmita Lunkad #	Member	1	1	1
Sonalika Shrivastav *	Member	1	0	0

Note: @ Ceased w.e.f 09.04.2022 | \$ Appt w.e.f. 21.04.2022 | # Resigned w.e.f 22.06.2021 | * Appt w.e.f. 22.06.2021

The Nomination and Remuneration Committee was reconstituted on 22.06.2021 upon resignation of Ms. Sushmita Lunkad and in whose place Mrs. Sonalika Shrivastav was designated as a committee member.

The meeting of Nomination and Remuneration committee was held on 22.06.2021. The necessary quorum was present at the meetings.

REMUNERATION PAID TO DIRECTORS DURING THE PERIOD ENDED 31ST MARCH, 2022:

Name	Salary	Commission	Sitting Fees	Contribution to Various Funds	Total
Kalpesh Khokhani	-	-	-	-	-
Kamlesh Khokhani	-	-	-	-	-
Neeta Jitesh Khokhani	-	-	-	-	-
Ketan B Parikh @	-	-	12.60	-	12.60
Sushmita Swarup Lunkad #	-	-	0.25	-	0.25
Sonalika Shrivastav *	-	-	1.66	-	1.66

Note: # Resigned w.e.f 22.06.2021 | * Appt w.e.f. 22.06.2021 | @ Ceased w.e.f 09.04.2022

None of the other Non-Executive Director holds any shares, convertible instruments or stock options in the company. As on 31st March 2022, there are no outstanding options granted to any of the Directors of the Company.

STAKEHOLDERS' RELATIONSHIP COMMITTEE AT GLANCE:

Terms of Reference:

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board re-named the then "Investors' Grievance Committee" as the "Stakeholders' Relationship Committee". The remit of the Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2021-22		
		Held	Entitled	Attended
Ketan Parikh @	Chairman	4	4	4
Dinesh Tiwari \$	Chairman	4	0	0
Kamlesh Khokhani	Member	4	4	4
Sushmita Lunkad #	Member	4	1	1
Sonalika Shrivastav *	Member	4	3	3

Note: @ Ceased w.e.f 09.04.2022 | \$ Appt w.e.f. 21.04.2022 | # Resigned w.e.f 22.06.2021 | * Appt w.e.f. 22.06.2021

The Stakeholders' Relationship Committee was reconstituted on 22.06.2021 upon resignation of Ms. Sushmita Lunkad and in whose place Mrs. Sonalika Shrivastav was designated as a committee member.

In all four committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows: 22.06.2021, 06.08.2021, 12.11.2021 and 10.02.2022. The necessary quorum was present for all the meetings.

Details of investor complaints received and redressed during the year 2021-22 are as follows:

Opening balance	Received during the year	Resolved during the year	Closing balance
Nil	Nil	Nil	Nil

DISCLOSURES:

During the period, there were no transactions materially significant with Company's promoters, directors or management or subsidiaries or their relatives that may have potential conflict with the interests of the Company at large. Details of Non-Compliance by the Company, penalties strictures imposed on the Company by Stock Exchanges or any statutory authority, on any matter related to capital markets, during the last three years – None.

SKILL/ EXPERTISE/ COMPETENCE OF THE BOARD OF DIRECTORS:

The Board comprises qualified members who bring in the required skill, competence and expertise that allow them to make effective contribution to the Board and its Committees.

The table below summarizes the list of core skills/expertise/competencies identified by the Board of Directors desired in the context of the business(es) and sector(s) of the Company for it to function effectively and those actually available with the Board:

Skill area	Description	Number of Directors having particular skills
Financials	Expert knowledge and understanding in Accounts, Finance, Banking, Auditing and Financial Control System.	5
Leadership and Strategic Planning	Ability to understand organization, processes, strategic planning and risk management. Experience in developing talent, succession planning and driving change and long term growth.	5
Legal and Governance	Ability to protect shareholders' interests and observe appropriate governance practices. Monitor risk and compliance management system including legal framework.	5
Corporate Governance	Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.	5

LISTING OF SHARES:

Equity Shares of the Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing Fees for the Year 2021-2022 and 2022-2023. During the year under review the Bombay Stock Exchange vide its notice 20211214-10 dated 14th December, 2021 has revoked the suspension in the scrip of the Company w.e.f. 22nd December, 2021.

SHARE CAPITAL:

During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares as on March 31, 2022.

PREVENTION OF INSIDER TRADING:

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website <https://shamrockindustrial.files.wordpress.com/insidertradingpolicy--shamrock1.pdf>. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

CEO AND CFO CERTIFICATION:

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the CEO and CFO Certification are provided in this Annual Report.

PARTICULARS OF STATUTORY AUDITOR:

Total fees for financial Year 2021-22, for all services as mentioned below, was paid by the Company to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Payment to auditors	Basic	GST	Gross
Audit Fees	25,000/-	-	25,000
In Other Capacity (Certification)	-	-	-
Total	25,000/-	-	25,000

Total fees for all services paid by the Company to the statutory auditor are also provided in the Notes to Standalone Financial Statements forming part of this Annual Report. The Statutory Auditors have not provided any services to the subsidiaries of the Company as company don't have subsidiary.

Further Company does not require appointing Cost Auditors.

COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION OF LISTING REGULATIONS:

Your Company confirms that Corporate Governance Requirements specified in regulation 17 to 27 and clauses (b) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of - of the Listing Regulations is not applicable to Company. You Company falls within the ambit of exemption granted vide SEBI Circular CIR/CFD/POLICY CELL/7/2014 Dated 15th September, 2014.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT (UNCLAIMED SHARES):
NIL

The Company has complied voluntary with all the requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause (b) to (i) of sub-regulation (2) of Regulation 46 The discretionary requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, have been adopted to the extent and in the manner as stated under the appropriate headings in the Report on Corporate Governance.

VIGIL MECHANISM / WHISTLE BLOWER POLICY / POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behavior of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The details of the said Policy are included in the Report on Corporate Governance which forms part of the Annual Report. The company has framed policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy of Whistle Blower Mechanism is available at company's website at <https://shamrockindustrial.files.wordpress.com/2016/05/whistle-blower-policy--shamrock-indl1.pdf>

During the financial year 2021-22, no cases under this mechanism were reported in the Company and any of its subsidiaries/ associates. The Board has laid down a code of conduct for Board members & Senior Management Personnel as per Regulation 17 & 26 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & has been posted on the website of the Company at <https://shamrockindustrial.files.wordpress.com/2016/05/code-of-conduct-for-directors-senior-management--shamrock1.pdf>

All the Board members & Senior Management Personnel have affirmed compliance with the said code of conduct for the year ended on 31st March, 2022.

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION AND ARCHIVAL POLICY:

In accordance with Regulation 30 of SEBI Regulations, 2015, the Company has framed a Policy on Determination of Materiality for Disclosures to disclose events or information which, in the opinion of the Board of Directors of the Company, are material. Further the Company has an Archival Policy in line with the requirements of SEBI Regulations to ensure that information relating to the Company is adequately disclosed on its web-site as required by law. The Policy have been uploaded on the Company's web-site at the following link <https://shamrockindustrial.wordpress.com/material-subsidiary-related-party-transaction-policy--shamrock-2/>.

GENERAL BODY MEETING:

a) Location, date and time of the Annual General Meetings held during the last three years held during the last year are given below:

Financial Year	Type of Meeting	Location	Meeting Date and Time
2020-21	30 th AGM	83 – E, Hansraj Pragji Building, Off: Dr. E. Moses Road, Worli, Mumbai - 400018	30 th September, 2021 At 10.30 a.m.
2019-20	29 th AGM	83 – E, Hansraj Pragji Building, Off: Dr. E. Moses Road, Worli, Mumbai - 400018	30 th September, 2020 At 11.00 a.m.
2018-19	28 th AGM	83 – E, Hansraj Pragji Building, Off: Dr. E. Moses Road, Worli, Mumbai - 400018	27 th September, 2019 At 11.30 a.m.

- b) No Extra Ordinary General Meeting was held during the year.
c) No Postal Ballot was conducted by during the year.

MEANS OF COMMUNICATION:

Effective communication of information is an essential component of Corporate Governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management – shareholder relations. The Company regularly interacts with its members through multiple channels of communication such as results announcement, annual reports, media releases, and Company's website and through green initiatives.

GENERAL INFORMATION FOR MEMBERS

A. 31st Annual General Meeting:

Day & Date	Time	Venue
Wednesday, 20 th July, 2022	10.30 a.m.	83-E, Hansraj Pragji Building, Off. Dr. E. Moses Road, Worli, Mumbai - 400018, Maharashtra

B. Financial Calendar (2021-22)

Particulars	Period
Financial Year	April 1, 2022 to March 31, 2023
For consideration of Unaudited/Audited Financial Results	
Results for quarter ending June 30, 2022	On or before 14 th August, 2022
Results for quarter ending September 30, 2022	On or before November 14, 2022
Results for quarter ending December 31, 2022	On or before February 14, 2023
Results for quarter ending March 31, 2023	On or before May 30, 2023
Annual General Meeting for the year ending March 31, 2023	On or before September 30, 2023

C. Book Closure Date

The Company's Share Transfer Books and Register of Members of equity shares shall remain closed from the 16/07/2022 to 20/07/2022, (both days inclusive).

D. Share Transfer System

Share transfers in physical form are processed by the Registrar and Transfer Agents, **Bigshare Services Private Limited** and are approved by the Stakeholders Relationship Committee of the Company or the authorized signatories of the Company. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respects. The depository system handles share transfers in dematerialized form.

E. Dividend payment date: Not applicable

- F. a) Listing of Equity Shares: Bombay Stock Exchange
b) Listing fees is duly paid to the Bombay stock exchange Limited.

- G. a) BSE Scrip Code: **531240**
b) Demat ISIN Numbers in NSDL & CDSL **INE022F01015** for Equity Shares

H. Dematerialization of Shares

The Company's shares are available for demat on both the depositories, viz, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Percentages of Shares held in physical and dematerialized form as on 31st March, 2022 are as follows:

Mode	No. of Shares	% Shares
Physical Form	15,24,738	28.09%
With NSDL	16,43,979	30.28%
With CDSL	22,59,697	41.63%
Total	54,28,414	100%

I. MARKET PRICE SENSITIVE INFORMATION

The monthly 'high' and 'low' closing prices of the shares traded during the period from April 2021 to March 2022 on BSE are given below:

Month	High	Low	Close	No. of Shares traded
April 2021	-	-	-	-
May 2021	-	-	-	-
June 2021	-	-	-	-
July 2021	-	-	-	-
August 2021	-	-	-	-
September 2021	-	-	-	-
October 2021	-	-	-	-
November 2021	-	-	-	-
December 2021	7.58	5.16	7.58	36,211
January 2022	11.14	6.20	6.24	1,17,394
February 2022	6.90	5.02	5.50	68,288
March 2022	8.65	5.24	7.09	1,39,870

Note: Suspension in the trading of the Company has been revoked the BSE w.e.f. 22.12.2021.

J. SHAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH, 2022

Category	No. of Shares held	% of Shareholding
A Promoter's Holding		
1 Promoters		
- Indian Promoters	23,32,869	42.98%
- Foreign Promoters	0	0
2 Persons acting in concert	0	0.00%
Sub – Total	23,32,869	42.98%
B Non-Promoter's Holding		
3 Institutional Investors	0	0
a) Mutual Funds and UTI	0	0
b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Government Institutions)	0	0
C FII's		
Sub – Total	0	0

4	Others – Non Institutional Investors		
a)	Private Corporate Bodies	17,611	0.32%
b)	Indian Public	26,18,113	48.23%
c)	NRI's	1,11,400	2.05%
d)	Over See Body Corporate	80,500	1.48%
e)	Trust	86,165	1.59%
f)	Cl. Member	41,325	0.76%
f)	HUFs	1,40,431	2.59%
	Sub-Total	30,95,545	57.02%
	Grand Total	54,28,414	100.00%

K. Distribution of shareholding as on 31st March, 2022

No. of Shares held	No. of Shareholders	% to total Shareholders	In Rs.	% to total Shares
Up to 500	1370	56.10%	3,19,341	5.89%
501 – 1,000	577	23.63%	4,83,996	8.92%
1,001 - 2,000	227	9.30%	370840	6.83%
2,001 - 3,000	76	3.11%	200524	3.69%
3,001 - 4,000	41	1.68%	146799	2.70%
4,001 - 5,000	39	1.60%	187288	3.45%
5,001 - 10,000	59	2.42%	451787	8.32%
10,001 and Above	53	2.17%	3267839	60.20%
TOTAL	2442	100%	54,28,414	100%

SHARE CAPITAL AUDIT

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the total issued and listed capital of the Company. The certificate received from the Practicing Company Secretary is submitted to BSE and is also placed before the Stakeholder Relationship Committee on a quarterly basis.

SHARE TRANSFER / TRANSMISSION SYSTEM & PROCESS

Transfer of shares in physical form is processed by the Company's Registrars & Transfer Agents (RTA) generally within fifteen days from the date of receipt, provided the transfer/transmission in physical form after they are processed by the RTA are submitted to the Company for the necessary approval.

The Chairman transfer/transmission requests received in physical form from time to time. Investors may kindly take note that SEBI has mandated that in case of securities market transactions and off market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

MEANS OF COMMUNICATION

At Shamrock effective communication of information is an essential component of Corporate Governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management – shareholder relations. The Company regularly interacts with its members through multiple channels of communication such as results announcement, annual reports, media releases, and Company's website and through green initiatives.

INTIMATION TO STOCK EXCHANGE: Your Company believes that all the stakeholders should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to the BSE in accordance with the requirements of listing agreement.

COMPANY'S WEBSITE: The Financial Results were also displayed on the Company's website <https://shamrockindustrial.wordpress.com/> the Company also keeps on updating its website with other relevant information, as and when required. The company did not make any official news releases nor made any presentations to the institutional investors or analysts, during the period under review.

NEWSPAPERS PUBLICATIONS: The Financial Results and other Communications of the Company were normally published in 2 papers i.e. English 'Active Times' and 'Mumbai Lakshadweep or The Global Times'.

ANNUAL REPORT: Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members of the Company prior to the AGM. The Report on Management Discussion and Analysis forms part of the Annual Report. The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable format.

INVESTOR CORRESPONDENCE

For Transfer / Dematerialization of Shares, payment of dividend on shares, interest and redemption of debentures and any other query relating to the shares and debenture of the Company.

ACKNOWLEDGEMENT:

The Board of Directors wishes to express sincere thanks to Bankers, Shareholders, clients, Financial Institutions, customers, suppliers and employees of Companies for extending support during the year.

FOR & ON BEHALF OF THE BOARD

Sd/-
Kalpesh Khokhani
(Director)

Sd/-
Kamlesh Khokhani
(Managing Director)

Place: Mumbai
Date: 25th June, 2022

Annexure – I**POLICY ON SELECTION & APPOINTMENT OF DIRECTORS:****Objective:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 (the Act), the Nomination and Remuneration Committee of a company is required formulate the criteria for determining the qualifications, positive attributes and independence of a director proposed to be appointed as a director on the board of the company. This Policy document records the criteria for selection and appointment of directors on the Board of the Company.

Scope:

This Policy is applicable to selection and appointment of directors on the Board of the Company.

Criteria for selection of Directors:

The Nomination and Remuneration Committee (“the Committee”) of the Board of the Company to keep the following criteria in mind while assessing the suitability of an individual as a director on the Board of the Company:

- a. Demonstration of independence, integrity, high personal and professional ethics;
- b. Ability and willingness to commit sufficient time to the responsibilities as a Board member;
- c. Understanding of the Company’s/Group’s business and related industry;
- d. General understanding of marketing, finance, and other disciplines relevant to the business of the Company/ Group;
- e. Educational and professional background – professional qualification and/or experience of having run a business at senior management and decision making level;
- f. Age giving sufficient experience as well as length of service available;
- g. Ability to assessment the conflict of interest, if any;
- h. Personal accomplishments and ability to influence decisions.

The above are the broad parameters for assessing the candidate’s suitability. The Committee has the discretion to apply additional or different criteria as it may deem fit.

The Committee shall assist the Board in ensuring Board nomination process with the diversity of gender, thought, experience, knowledge and perspective in the Board.

The Committee may also consider the contributions that a board candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate’s credentials, experience and expertise, the composition of the Board at the time, and other relevant circumstances. The Committee will also keep in mind regulatory requirements in this regard.

An Independent Director can hold office for a term up to five consecutive years on the Board of the Company and he is eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board’s report.

No Independent Director can hold office for more than two consecutive terms of five years, but such Independent Director is eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

The Company may appoint or re-appoint any person as the Managing Director and/or Whole-time Director for a term not exceeding five years at a time. Further, they shall not be reappointed earlier than one year before the expiry of their term.

Persons to be considered for appointment as directors are selected by the Nomination and Remuneration Committee in accordance with the policies and principles above and under the Act and the Listing Agreement. The invitation to join the Board may be extended by the Chairman of the Board.

POLICY ON PERFORMANCE EVALUATION & REMUNERATION OF THE DIRECTORS:**Scope:**

- All members of the Board of Directors

Objective:

- To assist in the process of assessing the participation and contribution in the Board level deliberations by the directors of Shamrock Industrial Company Limited
- To monitor and evaluate the attainment of the Board objectives
- To provide the Directors an opportunity to reflect on, and assess their areas of strength and development.

Key Evaluation Criteria:

- Providing effective leadership and strategic guidance to the management

- Understanding the Business, including the Risks and regulatory landscape
- Attendance at, and active engagement in the discussion of business performance, competitive landscape and strategies
- Development and monitoring of leadership teams
- Compliance focus and insistence on ethical business practices
- Nudging for long term focus areas such as Succession Planning, Business Continuity Planning etc.
- Management of conflicts in Board discussion
- Management of Conflict of Interest

Evaluation Process for Independent Directors:

Shamrock Industrial Company Limited follows annual 360 degree evaluation for its Key Managerial Persons and other eligible employees including the senior management team. A process modeled on this method has been designed for evaluation of Directors. Under this process, the Company Management team will:

- help define criteria for evaluations
- formulate the process for evaluating and rating each Director
- design the evaluation templates/questionnaire and implementation process
- coordinate and collate feedback received from each Director
- analyze feedback received from each Director and prepare summary thereof
- share the evaluation summary with the Chairman of the Nomination and Remuneration Committee
- share the feedback with the Chairman of the Board

The above process will be implemented and controlled from the Chairman's office and the summary will be prepared without attributing any comment to the person who made it. Such summary of observations will be shared with the directors in confidence.

Criteria for determination of Remuneration of Directors:

The Non-executive Directors and Independent Directors will receive remuneration by way of sitting fees for attending meetings of the Board and/or Committee thereof, as decided by the Board from time to time subject to the limits specified under the Companies Act, 2013 (the Act) including any amendments thereto. In addition to the sitting fees, the Non-executive and

Independent Directors may also be paid commission as may be determined by the Board subject to the limits specified under the Act.

The remuneration of Non-executive Directors and Independent Directors will be governed by the role assumed, number of meetings of the Board and the committees thereof attended by the directors, the position held by them as the Chairman and member of the committees of the Board and overall contribution to the business. Besides these, the determination of remuneration of independent directors will also depend on the external competitive environment, track record, individual performance of the directors and performance of the Company as well as the industry standards. The compensation structure of the Executive Director is also being reviewed by the Nomination and Remuneration Committee and approved by the Shareholders of the Company.

Annexure – II**FORM No. MR-3****SECRETARIAL AUDIT REPORT**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s. Shamrock Industrial Company Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by M/s. Shamrock Industrial Company Limited (hereinafter called “the Company”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and return is filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, has complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2022 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (Not applicable to the Company during the Audit Period);
 - (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. (Not applicable to the Company during the Audit Period);
 - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - (Not applicable to the Company during the Audit Period);
 - (vi) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the Audit period);
 - (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Not applicable to the Company during the Audit period);
 - (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);

As informed by the management and having regards to the size and main object of the company, compliance system prevailing in the Company and on examination of the relevant documents, none of the other laws are applicable on company during the year under review; The Company did not had any business activities during the year under review.

I have also examined compliance with the applicable clauses of the following

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (As amended).

I further report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the followings:

- 1) The Company has not appointed Internal Auditor in terms of Section 138 of Indian Companies Act 2013 read with Rule 13 of Companies (Accounts) Rules, 2014.
- 2) The Company has conveyed its Annual General Meeting for F.Y. 2020-21 in physical mode and not through VC or AOVN as per guideline issued by the MCA.
- 3) The Company has not filed Form MGT-14 in connection with appointment of Ms. Priyanka Rathod as the Company Secretary of the Company as required by Section 179 read with 117 and rules made thereunder.
- 4) According to SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only. However the promoters of the Company still have 8,06,540 shares of their total holding in physical form as on 31st March, 2021.
- 5) According to Regulation 31(4) of SEBI (SAST), Regulations, 2011; the company was required to submit Declaration of non-encumbrance of shares on promoters holding as on year end 31.03.2021 within 7 working days of year end. However the same has been submitted on May 21st, 2021.
- 6) In terms of SEBI Circular No SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018; the Company needs to submit Declaration to the effect that Company is or not a Large Corporate within thirty working days from the beginning of the financial year. However the same has been submitted on May 21st, 2021.

I further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.
- (iv) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- (v) There are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no major specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

The company has no business transaction and is in to non-operation since last few years. Further the trading in the scrip of the company was suspended and has been revoked during the year by the Bombay Stock Exchange vide its notice 20211214-10 dated 14th December, 2021 w.e.f. 22nd December, 2021.

I further report that during the audit period, there were no instances of:

- Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- Redemption/buy-back of securities.
- Merger/ amalgamation/ reconstruction etc.
- Foreign technical collaborations.

Notes:

1. This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

**For Pankaj Trivedi & Co.,
Practicing Company Secretary
UDIN: A030512D000528746**

Sd/-

**Pankaj Trivedi
Proprietor
Mem No. 30512 | CP No. 15301
FRN: S2016MH374500
Mumbai
Dated: 25th June, 2022**

Annexure – A to the Secretarial Audit Report

**To,
The Members,
M/s. Shamrock Industrial Company Limited**

Our report of even date is to be read along with this letter.

Management's Responsibility

- 1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- 5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

- 6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Pankaj Trivedi & Co.,
Practicing Company Secretary
UDIN: A030512D000528746**

**Sd/-
Pankaj Trivedi
Proprietor
Mem No. 30512 | CP No. 15301
FRN: S2016MH374500
Mumbai
Dated: 25th June, 2022**

Annexure – III

FORM AOC – 2

RELATED PARTY TRANSACTIONS:**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) Of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions under third proviso thereto:

1. Details of material contracts or arrangements or transactions not at arm's length basis: Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of Related Party and nature of transactions	Nature of contract /arrangement /transactions	Duration of the contract/ arrangement/ transactions	Salient terms of contract /arrangement /transactions, including value, if any	Date(s) of approval by the Board	Amounts paid as advance(s), if any
Shamrock Pharmachemi Pvt Ltd	Advance Given and received back	2021-2022	Advance given by Co. of and received back during the year is Rs.1.39 Crores.	30.04.2021	-
Shamrock International Limited	Commission Income	2021-2022	Commission Income earned by Co. of Rs. 9.65 lakhs and Co. has outstanding receivables of Rs. 10.91 lakhs.	30.04.2021	

*Some of the above mentioned transactions are not material one, however they are still being provided here for disclosure purpose.

FOR & ON BEHALF OF THE BOARD

Sd/-
Kamlesh Khokhani
(Managing Director)

Sd/-
Kalpesh Khokhani
(Director)

Place: Mumbai
Date: June 25, 2022

Annexure – IV

FORM MGT-9

EXTRACT OF ANNUAL RETURN:

As on the Financial Year Ended on March 31, 2022

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION & OTHER DETAILS:		
i	CIN	L24239MH1991PLC062298
ii	Registration Date	01/07/1991
iii	Name of the Company	Shamrock Industrial Company Limited
iv	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
v	Address of the Registered office & contact details	83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli , Mumbai 400018, Maharashtra, India Tel: 022-40778879 Fax: 022-24983300 E-Mail- shamrockfin@gmail.com Website: https://shamrockindustrial.wordpress.com/
vi	Whether Listed Company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt. Ltd. CIN : U99999MH1994PTC076534 E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400072. Tel No. : 022 40430200, 022 40430295 Email id: bhagwan@bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
All the business activities contributing 10% or more of the total turnover of the company shall be stated			
Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Trader of Pharmaceuticals Products	64990	0.00%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES					
Sl. No	Name & Address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of Shares held	Applicable Section
1	None	-	-	-	-

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year Ended				% of Change during the year
	01/04/2021				31/03/2022				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
Individuals/ Huf	991341	12200	1003541	18.49	990849	12200	1003049	18.48	(0.01)
Central Govt.	0	0	0	0	0	0	0	0	0.00
State Govt.(s)	0	0	0	0	0	0	0	0	0.00
Bodies Corp.	535480	794340	1329820	24.50	535480	794340	1329820	24.50	0.00
Banks / FI	0	0	0	0	0	0	0	0	0.00
Any Other....	0	0	0	0	0	0	0	0	0.00
Directors	0	0	0	0	0	0	0	0	0.00
Directors Relatives	0	0	0	0	0	0	0	0	0.00
Sub Total (A)(1)	1526821	806540	2333361	42.99	1526329	806540	2332869	42.98	(0.01)
(2) Foreign									
NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1526821	806540	2333361	42.99	1526329	806540	2332869	42.98	0.00

B. (1) Institutions									
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Banks FI	0	0	0	0.00	0	0	0	0.00	0.00
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Cap Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Cos.	0	0	0	0.00	0	0	0	0.00	0.00
FIIs	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
* U.T.I.	0	0	0	0.00	0	0	0	0.00	0.00
* Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
* Government Companies	0	0	0	0.00	0	0	0	0.00	0.00
* State Financial Corporation	0	0	0	0.00	0	0	0	0.00	0.00
* Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
* Any Other	0	0	0	0.00	0	0	0	0.00	0.00
* OTC Dealers (Bodies Corporate)	0	0	0	0.00	0	0	0	0.00	0.00
* Private Sector Banks	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
B. (2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	12011	5600	17611	0.32	12011	5600	17611	0.32	0.00
(ii) Overseas	0	80500	80500	1.48	0	80500	80500	1.48	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	1476204	475498	1951702	35.95	1443293	474898	1918191	35.34	(0.62)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh	600485	81400	681885	12.56	618522	81400	699922	12.89	0.33
(c) Others (specify)									
i. N.R.I.	35600	75800	111400	2.05	35600	75800	111400	2.05	0.00
ii. Overseas Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
iii. Trusts	86165	0	86165	1.59	86165	0	86165	1.59	0.00
iv. HUFs	135181	0	135181	2.49	140431	0	140431	2.59	0.10
v. Employees	0	0	0	0.00	0	0	0	0.00	0.00
vi. Clearing Members	30609	0	30609	0.56	41325	0	41325	0.76	0.20
viii. Depository Receipts	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	2376255	718798	3095053	57.02	2377347	718198	3095545	57.02	0.01
Total Public Shareholding (B) = (B)(1)+(B)(2)	2376255	718798	3095053	57.02	2377347	718198	3095545	57.02	0.01
C. TOT SHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total(A+B+C)	3903076	1525338	5428414	100	3903676	1524738	5428414	100	(0.00)

ii) SHARE HOLDING OF PROMOTERS								
Sl. No.	Shareholders Name	Shareholding at the beginning of the year 01/04/2021			Shareholding at the end of the year 31/03/2022			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Kamlesh R.Khokhani	176203	3.25	0.00	176203	3.25	0.00	0.00
2	Kalpesh R.Khokhani	248118	4.57	0.00	248118	4.57	0.00	0.00
3	Snehlata R.Khokhani	303817	5.60	0.00	303817	5.60	0.00	0.00
4	Jitesh R.Khokhani	109203	2.01	0.00	109203	2.01	0.00	0.00
5	Sangini Kalpesh Khokhani	79000	1.46	0.00	78508	1.45	0.00	(0.0091)
6	Sheetal Kamlesh Khokhani	75000	1.38	0.00	75000	1.38	0.00	0.00
7	Rameshchandra Khokhani	200	0.00	0.00	200	0.00	0.00	0.00
8	Shamrock Pharmaceuticals Pvt Ltd	651470	12.00	0.00	651470	12.00	0.00	0.00
9	Shamrock Pharmachemi Pvt Ltd	253900	4.68	0.00	253900	4.68	0.00	0.00
10	Shamrock Finlease Limited	294200	5.42	0.00	294200	5.42	0.00	0.00
11	Shamrock International Ltd	38000	0.70	0.00	38000	0.70	0.00	0.00
12	Shamrock Advertising & Publishing Co. Pvt Ltd	59950	1.10	0.00	59950	1.10	0.00	0.00
13	Dayaben Jamnadas Khokhani	6000	0.02	0.00	6000	0.02	0.00	0.00
14	Bharti Mahesh Khokhani	5000	0.09	0.00	5000	0.9	0.00	0.00
15	Mahesh Jamnadas Khokhani	1000	0.02	0.00	1000	0.02	0.00	0.00
16	J S Enterprise	32000	0.59	0.00	32000	0.59	0.00	0.00
17	J K International	300	0.01	0.00	300	0.01	0.00	0.00
Total		2333361	42.98	0.00	2332869	42.97	0.00	(0.0091)

iii) CHANGE IN PROMOTERS' SHAREHOLDING AS ON THE F.Y. ENDED 31/03/2022								
Sr. No.	Shareholder's Name	Shareholding		Date	Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01-04-21 to 31-03-22)	% of total Shares of the Company
		No. of Shares at the beginning	% of total Shares of the Company					
1	Sangini Kalpesh Khokhani	79000	1.46	25.03.222	-492	Sell	78508	1.45

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)						
SI No.	Name	Share Holding at the beginning of the year 31/03/2021		Cumulative Shareholding during the year 31/03/2022		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in shareholding during the year	
1	Rajasekhar Guttikonda					N.A.
	Opening	1,15,978	2.14%	1,15,978	2.14%	
	Changes	-	-	-	-	
	Closing	1,15,978	2.14%	1,15,978	2.14%	
2	Official Liquidator High Court Calcutta Account CFL Capital Financial Services Ltd (In Liquidation)					N.A.
	Opening	86,165	1.59%	86,165	1.59%	
	Changes	-	-	-	-	
	Closing	86,165	1.59%	86,165	1.59%	

3	Akshay Management Services Ltd					N.A.
	Opening	80,000	1.47%	80,000	1.47%	
	Changes	-	-	-	-	
	Closing	80,000	1.47%	80,000	1.47%	
4	Guttikonda Ramesh Babu					N.A.
	Opening	40,000	0.74%	40,000	0.74%	
	Changes	-	-	-	-	
	Closing	40,000	0.74%	40,000	0.74%	
5	Sanjeev Malhotra					N.A.
	Opening	30,000	0.55%	30,000	0.55%	
	Changes	-	-	-	-	
	Closing	30,000	0.55%	30,000	0.55%	
6	Gopal Moolchand Agarwal					N.A.
	Opening	29,900	0.55%	29,900	0.55%	
	Changes	-	-	-	-	
	Closing	29,900	0.55%	29,900	0.55%	
7	Piyush J Desai					N.A.
	Opening	29,600	0.55%	29,600	0.55%	
	Changes	-	-	-	-	
	Closing	29,600	0.55%	29,600	0.55%	
8	D S Bindra					N.A.
	Opening	28,568	0.53%	28,568	0.53%	
	Changes	-	-	-	-	
	Closing	28,568	0.53%	28,568	0.53%	
9	Sanjaykumar Sarawagi					N.A.
	Opening	0	0.00%	0	0.00%	
	Changes	28,046	0.52%	28,046	0.52%	
	Closing	28,046	0.52%	28,046	0.52%	
10	Sushil Kumar Singh					N.A.
	Opening	28,000	0.52%	28,000	0.52%	
	Changes	-	-	-	-	
	Closing	28,000	0.52%	28,000	0.52%	
11	Kunjali Mahendra Khamesra					N.A.
	Opening	23,402	0.43%	23,402	0.43%	
	Changes	-	-	-	-	
	Closing	23,402	0.43%	23,402	0.43%	

(V) SHAREHOLDING PATTERN OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AS ON 31.03.2022

Sr. No.	Name of Director/KMP and Designation	Shareholding at the beginning of the year 01/04/2021		Cumulative Shareholding during the Year 31/03/2022	
		No. of Shares	% of total shares of the Co.	No. of Shares	% of total shares of the Co.
1	Kamlesh Khokhani (Managing Director)	1,76,203	3.25%	1,76,203	3.25%
2	Kalpesh Khokhani (Non-Executive Director)	2,48,118	4.57%	2,48,118	4.57%
3	Neeta Jitesh Khokhani (Non-Executive Director)	0	0.00%	0	0.00%
4	Ketan Parikh (Independent Director) @	0	0.00%	0	0.00%
5	Dinesh Tiwari (Independent Director) #	0	0.00%	0	0.00%
6	Sushmita Swarup Lunkad (Independent Director) *	0	0.00%	0	0.00%
7	Sonalika Sushant Shrivastav (Independent Director) \$	0	0.00%	0	0.00%
8	Jitesh Khokhani (CFO)	1,09,203	2.01%	1,09,203	2.01%
9	Priyanka Rathod (Company Secretary)	0	0.00%	0	0.00%

Note: @ Ceased w.e.f 09.04.2022 | # Appt w.e.f. 21.04.2022 | * Regn W.e.f. 22.06.2021 | \$ Appt w.e.f. 22.06.2021

(Vi) INDEBTEDNESS				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Additions	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

Vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL			
A. Remuneration to Managing Director, Whole Time Directors and/or Manager:			
Sr. No.	Particulars of Remuneration	Mr. Kamlesh Khokhani (Managing Director)	Total Amount in Lacs
1	Gross salary	-	-
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	c) Profits in lieu of salary under section 17(3) I.T. Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- Others, specify...	-	-
5	Others, please specify -	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

B. Remuneration to Other Directors						
Sr. No.	Particulars of Remuneration	Neeta Jitesh Khokhani	Kalpesh Khokhani	Ketan Parikh *	Sushmita Lunkad @	Sonalika Shrivastav #
1	Independent Directors	-	-	-	-	-
	Fee for attending Board committee meetings	-	-	12.60	0.25	1.66
	Commission	-	-	-	-	-
	Others (Fee for attending Independent Directors meeting)	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending Board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	12.60	0.25	1.66

Note: * Ceased w.e.f. 09.04.2022 | @ Appt w.e.f. 01.01.2021 and Resigned w.e.f. 22.06.2021 | Appt w.e.f. 22.06.2021

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD				
Sr. No.	Particulars Of Remuneration	Jitesh Khokhani (Chief Financial Officer)	Priyanka Rathod (Company Secretary) (Appt w.e.f. 01.01.21)	Total Amount in Lacs
	Gross salary	-	1.95	1.95/-
1	a) Salary as per provisions contained in section 17(1) of the I.T. Act, 1961	-	-	-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	c) Profits in lieu of salary under section 17(3) I.T. Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5	Others, please specify -	-	-	-
	Total	-	1.95	1.95/-

Viii. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES					
Type	Section of the Companies Act	Brief Description	Details of Penalties/Punishment/Compounding fees imposed	Authority (RD/NCLT /Court)	Appeal made, if any (give details)
COMPANY					
Penalty			None		
Punishment					
Compounding					
DIRECTORS					
Penalty			None		
Punishment					
Punishment					
OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

FOR & ON BEHALF OF THE BOARD

Sd/-
Kamlesh Khokhani
(Managing Director)

Sd/-
Kalpesh Khokhani
(Director)

Place: Mumbai
Date: June 25, 2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2022.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country. The operational performance and future outlook of the business has been reviewed by the management based on current resources and future development of the Company.

DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Your Company's main object is cornered in to dealers and manufacturing of pharmaceutical products and services. Since last 11 years, your Company is in non-operational mode and there was not production or distribution. The reason of occurring loss during the year and previous year was mainly due to no business and to day to day and administrative expenses. The management of the Company wants to revive the Company and very optimistic regarding performance of the Company in future and taking steps and making every effort to turn the Company in to profitable organization.

During the year under review there was marginal revenue generation in form of other income, which was the commission income for referral. During the year under review Company has tried to minimize its losses by controlling its expenses and overheads.

During the year under review the suspense is the script of the Company has been revoked by the Bombay Stock Exchange vide its notice 20211214-10 dated 14th December, 2021 w.e.f. 22nd December, 2021.

Particulars	F.Y. 2021 – 2022 (Rs. In Lacs)	F.Y. 2020 – 2021 (Rs. In Lacs)
Revenue from Operation	-	-
Revenue from other Income	9.66	0.88
Total Revenue	9.66	0.88
Profit before Dep. & Int.	-	-
Depreciation	-	-
Interest	-	-
Profit after Depreciation & Interest	(20.74)	(31.38)
Provision for Taxation	-	-
Provision for Tax (deferred)	-	-
Provision for Taxation for earlier year	-	-
Profit/ Loss after Tax	(20.74)	(31.39)
EPS	(0.38)	(0.58)

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Pharmaceutical Sector Overview - Global

Indian pharmaceutical industry is known for its generic medicines and low-cost vaccines globally. Transformed over the years as a vibrant sector, presently Indian Pharma ranks third in pharmaceutical production by volume. In the last nine years, Indian Pharma sector has grown steadily by CAGR of 9.43%. Pharma sector has been consistently earning trade surplus. Major segments of Indian Pharmaceutical Industry include generic drugs, OTC medicines, bulk drugs, vaccines, contract research & manufacturing, biosimilars and biologics. Indian pharmaceutical industry also plays significant role globally. India has the highest number of United States Food and Drug Administration (USFDA) compliant Pharma plants outside of USA. There are 500 API manufacturers contributing about 8% in the global API Industry. India is the largest supplier of generic medicines with 20% share in the global supply by manufacturing 60000 different generic brands across 60 therapeutic categories. India is one of the biggest suppliers of lowcost vaccines in the world. Because of the low price and high quality, Indian medicines are preferred worldwide, thereby rightly making the country the "pharmacy of the world".

The Indian pharma industry has also played an important role in meeting the challenges for mitigation of the infection in COVID pandemic. The industry worked in close collaboration with the government and academic institutes etc., to quickly develop and refine manufacturing processes which helped to ensure a consistent supply of medicines needed for the management of COVID-19 (e.g. Remdesivir, Ivermectin, Hydroxychloroquine, Dexamethasone, Tocilizumab, Favipiravir etc.). Indian drug supplies throughout the COVID-19 pandemic period have provided relief to over 120 countries for Hydroxychloroquine (HCQ), 20 countries for paracetamol and about 96 countries for vaccines across the world.

Pharmaceutical is one of the top ten attractive sectors for foreign investment in India. 100% foreign investment is allowed under automatic route in Medical Devices. Foreign investments in pharmaceuticals in greenfield projects are allowed up to 100% under the automatic route and for brownfield pharmaceutical projects, foreign investment beyond 74% to up to 100%, Government approval is required.

After abolition of Foreign Investment Promotion Board (FIPB) in May 2017, the Department of Pharmaceutical has been assigned the role to consider the foreign investment proposals under the Government approval route. Apart from this, the Department considers all FDI proposals of pharmaceutical sector and medical devices sector arising out of Press Note 3 dated 17.04.2020 wherein investors/ultimate beneficiaries of the proposals are from the countries sharing land border with India.

SUBSIDIARY COMPANY:

As there are no subsidiaries of the Company, Investment made in Subsidiaries is NIL.

SEGMENT-WISE PERFORMANCE:

The Company is not in operation since 11 years.

KEY FINANCIAL RATIOS:

In accordance with the amended SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is required to give details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof:

The Company has identified following ratios as key financial ratios:

Particulars	Unit of Measurement	2021-22	2020-21	Variation in %
Current Ratio	In Multiple	45.74	37.46	8.28
Debt-Equity Ratio	In Multiple	-	-	-
Debt Service Coverage Ratio	In Multiple	-	-	-
Return on Equity Ratio	In %	-3.82%	-5.78%	1.96%
Inventory Turnover Ratio	In Days	-	-	-
Trade Receivables Turnover Ratio	In Days	412.45	-	412.45
Trade Payables Turnover Ratio	In Days	150.52	2,028.03	-1,877.51
Net Capital Turnover Ratio	In Days	261.93	-2,028.03	2,289.96
Net Profit Ratio	In %	-215%	-3567%	3351.83%
Return on Capital Employed	In %	-4%	-6%	1.96%
Return on Investment(Assets)	In %	-3%	-3%	0.86%

PERFORMANCE OF THE BOARD AND COMMITTEES:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

- Most of the Directors attended the Board meetings;
- The remunerations paid to executive Directors are strictly as per the company and industry policy.
- The Independent Directors only received sitting fees.
- The Independent Directors contributed in the Board and committee deliberation and business and operation of the company based on their experience and knowledge and Independent views.
- Risk Management Policy was implemented and monitored by the Auditors.

THREATS, RISKS AND CONCERNS:

The Company's future development would depend upon the commencement of its operational activities.

INTERNAL CONTROL SYSTEM & ADEQUACY:

The Company is following a proper and adequate system of internal controls in respect of all its activities. Further all transaction entered into by the Company are fully authorised, recorded and reported correctly.

HUMAN RESOURCE:

The Company has excellent combination of experienced and talented employees. The Company also undertakes on regular basis various training programmes to keep its employees updated on new technical developments and information which directly results in optimum capacity utilization and cost effectiveness. The Company's relation with its employees continues to be cordial. The Company always reciprocates commitment to its employees in order to motivate them to perform the best.

CAUTIONARY STATEMENT:

Statements in foregoing paragraphs of this report describing the current industry structure, outlook, opportunities, etc., may be construed as “forward looking statements”, based on certain assumptions of future events over which the Company exercises no control. Therefore, there can be no guarantee as to their accuracy. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be implied by these forward looking statements.

FOR & ON BEHALF OF THE BOARD

Sd/-
Kamlesh Khokhani
(Managing Director)

Sd/-
Kalpesh Khokhani
(Director)

Place: Mumbai
Date: June 25, 2022

CEO/CFO Certification**Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015**

- A. We, Kamlesh R. Khokhani, Managing Director and Mr. Jitesh R. Khokhani, Chief Financial Officer of the Company, have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee
- 1) Significant changes in internal control over financial reporting during the year;
 - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the financial statements; and
 - 3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For and on behalf of the Board

Sd/-
Kalpesh R. Khokhani
 (Managing Director)
 DIN: 00322223
 Date: 25/05/2022
 Place: Mumbai

Sd/-
Jitesh R. Khokhani
 (CFO)

CERTIFICATE FOR ADHERENCE TO THE CODE OF CONDUCT**[PURSUANT TO REGULATION 17(8) OF SEBI****(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]****Declaration by the Director**

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the listing agreement with the stock exchange, I hereby confirm that, all the Directors and senior management personnel of the Company to whom the code of conduct is applicable have affirmed the compliance of the said code during the financial year ended March 31, 2022.

For and on behalf of the Board

Sd/-
Kalpesh R. Khokhani
 (Managing Director)
 DIN: 00322223
 Date: 25/06/2022
 Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
SHAMROCK INDUSTRIAL COMPANY LTD
 83-E, Hansraj Pragji Building,
 Off. Dr. E Moses Road, Worli,
 Mumbai - 400018

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Shamrock Industrial Company Limited having CIN L51100MH1987PLC042280 and having registered office at 83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai - 400018 and (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officer, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2022** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	DIN	Name of Director(s)	Date of Appointment in Company
1	00322223	Kamlesh Rameshchandra Khokhani	01/10/1994
2	00322052	Kalpesh Rameshchandra Khokhani	01/10/1994
3	08272554	Neeta Jitesh Khokhani	14/11/2018
4	07787288	Ketan Bhupendrabhai Parikh	10/04/2017
5	09209953	Sonalika Sushant Shrivastav	22/06/2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Pankaj Trivedi & Co.,
Practicing Company Secretary
UDIN: A030512D000530902

Sd/-
Pankaj Trivedi
Proprietor
Mem No. 30512 | CP No. 15301
FRN: S2016MH374500
Mumbai
Dated: 25th June, 2022

Independent Auditor's Report

To the Members of
Shamrock Industrial Company Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Shamrock Industrial Company Limited ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of each key audit matter in accordance with SA 701:

The Key Audit Matter	How the matter was addressed in our Audit
<p>Recoverability of investment</p> <p>The carrying value of the Company's investment in group companies represents Company's major share in total Investment. Recoverability of the investment is not considered a high risk of significant misstatement or subject to significant judgment. However, due to the materiality of the investment in the context of the Company financial statements, this is considered to be the area that had the greatest focus of our overall Company audit.</p> <p>Refer to note no. 4 attached to the Financial statements</p>	<p>Our procedures included: —</p> <p>Tests of detail:</p> <p>Compared the carrying amount of a sample of the highest value investments being an approximation of their minimum recoverable amount, were in excess of their carrying amount and assessing whether those subsidiaries have historically been profit-making.</p>

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Information Other Than the Financial Statements And Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditors' report thereon. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Paragraph 40(b) of this SA explains that the shaded material below can be located in an Appendix to the auditor's report. Paragraph 40(c) explains that when law, regulation or applicable auditing standards expressly permit, reference can be made to a website of an appropriate authority that contains the description of the auditor's responsibilities, rather than including this material in the auditor's report, provided that the description on the website addresses, and is not inconsistent with, the description of the auditor's responsibilities below.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,

(e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
4. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

For R SONI & COMPANY
Chartered Accountants
Firm's Registration No. 130349W

Sd/-
Rajesh Soni
Partner
Membership No. 133240
UDIN: 22133240ALPSEN7738
Place of Signature: Mumbai
Date: 25.05.2022

ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31st, 2022, we report that:

- (i) (a) In our opinion and according to the information and explanation given to us, The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

The Company does not have any intangible assets.

(b) The Company has a program of verification to cover all items of property, plant and equipment in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets.

Pursuant to the program, certain property, plant and equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancy was noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us, we report that, the company does not hold any freehold and leasehold immovable properties of land and building as at the balance sheet date.

(d) The Company has not revalued its property, plant and equipment (including right of use asset) during the year. Accordingly, paragraph 3(i)(d) of the order is not applicable.

(e) In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, paragraph 3 (i) (e) of the Order is not applicable.

- (ii) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, paragraph 3 (ii) (b) of the Order is not applicable.

- (iii) In our opinion and according to information and explanation given to us, the Company has not made investments in/ provided any guarantee or security/ granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties. Accordingly, paragraph 3 (iii) of the Order is not applicable.

- (iv) In our opinion and according to information and explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of sections 185 and section 186 of the Companies Act, 2013.

- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Accordingly, paragraph 3 (v) of the Order is not applicable.

- (vi) The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

- (vii) (a) Amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited by the Company with the appropriate authorities.

(b) No undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

(c) There are no statutory dues referred to in sub-clause (a), which have not been deposited on account of dispute.

- (viii) In our opinion and according to the information and explanations given to us, there are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, paragraph 3 (viii) of the Order is not applicable.

- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) In our opinion and according to the information and explanations given to us, the Company is not declared as a willful defaulter by any bank or financial institution or other lender.

- (c) The Company has not taken any term loan during the year and there are no outstanding term loan at the beginning of the year and hence, reporting under clause 3(ix)(c) of the order is not applicable.
- (d) In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilized for long term purposes.
- (e) The Company does not have any subsidiaries/ associates/ joint-ventures and accordingly, paragraphs 3 (ix) (e) and 3 (ix) (f) of the Order are not applicable.
- (f) In our opinion and according to the information and explanations given to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) **(a)** In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x) (a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.
- (xi) **(a)** To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (a) of the Order is not applicable.
- (b)** Since there is no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year, paragraph 3 (xi) (b) of the Order is not applicable.
- (c) To the best of our knowledge and according to the information and explanations given to us, no whistle-blower complaints, have been received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the company is not Nidhi Company. Accordingly, paragraph 3(xii) of Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.
- (xiv) **(a)** In our opinion and according to the information and explanations given to us, the Company has an internal audit system, commensurate with the size and nature of its business.
- (b)** The reports of the internal auditors for the year under audit were considered by us, as part of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the record of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) **(a)** In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- (b)** In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c)** In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.
- (xvii) The Company has incurred cash losses of Rs. 20.75 Lakhs and Rs.31.39 Lakhs, respectively, in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3 (xviii) of the Order is not applicable.
- (xix) In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are

material uncertainties exist as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

- (xx) (a) In our opinion and according to the information and explanations given to us, in respect of other than ongoing projects, there are no unspent amounts to be transferred to a fund specified in Schedule VII to the Act.
- (b) In our opinion and according to the information and explanations given to us, there are no amount remaining unspent under sub-section (5) of section 135 of the Act, pursuant to any ongoing project, to be transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act.
- (xxi) In our opinion and according to the information and explanations given to us, the Company does not have investments in subsidiaries/ associates or joint venture companies. Accordingly, paragraph 3 (xxi) of the Order is not applicable.

For R SONI & COMPANY
Chartered Accountants
Firm's Registration No. 130349W

Sd/-
Rajesh Soni
Partner
Membership No. 133240
UDIN: 22133240ALPSEN7738
Place of Signature: Mumbai
Date: 25.05.2022

ANNEXURE B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Shamrock Industrial Company Limited** ('the Company') as of 31st March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding

the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at march 31,2022, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on audit of internal financial control over financial reporting issued by the Institute of Chartered Accountant of India.

For R SONI & COMPANY
Chartered Accountants
Firm's Registration No. 130349W

Sd/-
Rajesh Soni
Partner
Membership No. 133240
UDIN: 22133240ALPSEN7738
Place of Signature: Mumbai
Date: 25.05.2022

Shamrock Industrial Company Limited

BALANCE SHEET AS AT 31st March, 2022

(In Rupees)

Particulars	Note No.	As at 31 March, 2022	As at 31 March, 2021
ASSETS			
(1) Non - Current Assets			
(a) Property, Plant and Equipment	2	-	-
(b) Capital Work - In - Progress	3	-	-
(c) Other Intangible Assets		-	-
(d) Intangible assets under development		-	-
(e) Financial assets			
(i) Investments	4	10,990	10,990
(f) Other tax assets (Net)	5	11,46,727	1,098,452
(g) Other non - current assets		-	-
(h) Deferred tax Asset		-	-
Total Non - Current Assets (A)		11,57,717	1,109,442
(2) Current Assets			
(a) Inventories		-	-
(b) Financial assets			
(i) Trade receivables	6	10,91,015	-
(ii) Cash and cash equivalents	7	1,00,27,363	1,34,25,932
(iii) Bank balances other than (ii) above		-	-
(iv) Loans		-	-
(v) Other financial assets	8	71,16,265	70,80,582
(c) Other tax assets (Net)		-	-
(d) Other current assets		-	-
Total Current Assets (B)		1,82,34,643	2,05,06,515
TOTAL ASSETS (A+B)		1,93,92,360	2,16,15,957
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	9	5,42,84,140	5,42,84,140
(b) Other Equity	10	(3,52,90,428)	(3,32,15,629)
Total Equity (A)		1,89,93,712	2,10,68,511
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Deferred tax Liabilities (Net)	11	-	-
Total Non-Current Liabilities (B)		-	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	-	-
(i) Trade payables	13	3,98,149	4,88,950
(ii) Other financial liabilities		-	-
(b) Other current liabilities		-	-
(c) Provisions		-	-
(d) Current tax liabilities (Net)	14	500	58,496
Total Current Liabilities (c)		3,98,649	5,47,446
TOTAL EQUITY AND LIABILITIES (A+B+C)		1,93,92,360	2,16,15,957

The accompanying Notes 1 to 26 are integral part of these Financial Statements.

As per our report of even date attached.

FOR R SONI & COMPANY
CHARTERED ACCOUNTANTS
FRN: 130349W

Sd/-
Rajesh Soni
Partner
Mem No. 133240
UDIN: 22133240ALPSEN7738
Place : Mumbai
Dated : 25/05/2022

For Shamrock Industrial Company Limited

Sd/-
Kamlesh Khokhani
Managing Director
DIN: 00322223

Sd/-
Kalpesh Khokhani
Director
DIN: 00322052

Sd/-
Dinesh Tiwari
Independent Director
DIN: 09566988

Sd/-
Priyanka Rathod
Company Secretary

Shamrock Industrial Company Limited

Statement of Profit and loss for the year ended 31st March, 2022

(In Rupees)

Particulars	Note No.	As at 31 March, 2022	As at 31 March, 2021
Revenue from operations		-	-
Other income	15	9,65,500	88,000
Total Income		9,65,500	88,000
<u>Expenses</u>			
Operating Expresses		-	-
Changes in inventories of Finished goods		-	-
Excise Duty on sales of goods		-	-
Employee benefit expenses	16	2,20,431	75,000
Finance Cost		-	-
Depreciation & amortization expenses	2	-	-
Other Expenses	17	28,19,869	31,51,717
Total Expenses		30,40,300	32,26,717
Profit before exceptional items & tax		(20,74,800)	(31,38,717)
Exceptional Items	18	-	-
Profit/(Loss) before tax		(20,74,800)	(31,38,717)
Less: Tax expenses			
(1) Current tax			
of Current year		-	-
of Earlier years		-	-
(2) Deferred tax		-	-
Profit for the period	A	(20,74,800)	(31,38,717)
Other Comprehensive Income			
A. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
B. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B	-	-
Total Comprehensive Income for the period (Comprising Profit and Other Comprehensive Income for the period)	(A+B)	(20,74,800)	(31,38,717)
Earning per equity share (Face Value of Rs. 10/- each)	19		
(1) Basic		(0.38)	(0.58)
(2) Diluted		(0.38)	(0.58)

The accompanying Notes 1 to 26 are integral part of these Financial Statements.

As per our report of even date attached.

FOR R SONI & COMPANY
CHARTERED ACCOUNTANTS
FRN: 130349W

Sd/-
Rajesh Soni
Partner

Mem No. 133240
UDIN: 22133240ALPSEN7738
Place : Mumbai
Dated : 25/05/2022

For Shamrock Industrial Company Limited

Sd/-
Kamlesh Khokhani
Managing Director
DIN: 00322223

Sd/-
Kalpesh Khokhani
Director
DIN: 00322052

Sd/-
Dinesh Tiwari
Independent Director
DIN: 09566988

Sd/-
Priyanka Rathod
Company Secretary

Shamrock Industrial Company Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

(In Rupees)

PARTICULARS	2021-22		2020-21	
A) Cash Flow From Operating Activities				
Net Profit before tax & Extraordinary Items		(20,74,800)		(31,38,717)
Adjustment for:				
Depreciation /Amortization	-		-	
Gain from sale of land	-		-	
Investment write off	-	-	-	-
Operating profit before working capital changes		(20,74,800)		(31,38,717)
Adjustments For Working Capital Changes :				
Trade Receivables	(10,91,015)		-	
Other Non-current Assets	-		-	
Trade Payables	(90,801)		89,656	
Short Term Borrowings	-		-	
Other Financial Assets	(83,958)		(1,40,116)	
Other Current Liabilities	(57,996)		42,263	
		(13,23,770)		(8,197)
Cash Generated from Operations		(33,98,570)		(31,46,914)
Direct Taxes paid		-		-
Net Cash From Operating Activities		(33,98,570)		(31,46,914)
B) Cash Flow From Investing Activities				
Investment write off	-		-	
Other Tax Assets	-		-	
Purchase of Assets	-		-	
Sale of Assets	-		-	
		-		-
Net Cash used in Investing Activity		-		-
C) Cash Flow From Financing Activities				
Other Tax Assets	-		-	
		-		-
Net Cash used in Financing Activity		-		-
Net Changes in Cash & Cash Equivalents(A+B+C)		(33,98,570)		(31,46,914)
Opening Balance of Cash & Cash Equivalents		1,34,25,932		1,65,72,846
Closing Balance of Cash & Cash Equivalents		1,00,27,362		1,34,25,932
		(33,98,570)		(31,46,914)
Notes				
1 Closing Balance of Cash & Cash Equivalents	-		-	
Cash & Cash Equivalents Includes: (Refer Note No 14)				
CASH IN HAND		40,578		40,578
Balance with Scheduled Banks	-		-	
- In Current Account		(99,86,784)		1,33,85,354
		1,00,27,362		1,34,25,932
2				

Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

As per our report of even date attached.

FOR R SONI & COMPANY

CHARTERED ACCOUNTANTS

FRN: 130349W

Sd/-

Rajesh Soni

Partner

Mem No. 133240

UDIN: 22133240ALPSEN7738

Place: Mumbai

Dated: 25/05/2022

For Shamrock Industrial Company Limited

Sd/-

Kamlesh Khokhani

Managing Director

DIN: 00322223

Sd/-

Dinesh Tiwari

Independent Director

DIN: 09566988

Sd/-

Kalpesh Khokhani

Director

DIN: 00322052

Sd/-

Priyanka Rathod

Company Secretary

Shamrock Industrial Company Limited

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 ST MARCH, 2022

(In Rupees)

A. Equity Share Capital					
Particulars	Amount				
Balance at 1st April, 2020	5,42,84,140				
Changes in equity share capital during the year	-				
Balance at 31st March, 2021	5,42,84,140				
Changes in equity share capital during the year	-				
Balance at 31st March, 2022	5,42,84,140				
B. Other Equity					
Particulars	Reserves and Surplus				Total
	Securities premium Reserve	General Reserves	Retained Earnings	Capital Reserve	
Balance at 1st April, 2020	1,30,96,200	1,04,35,200	(9,62,94,357)	4,26,86,045	(3,00,76,912)
Profit for the year	-	-	(31,38,716)	-	(31,38,716)
Trf to General Reserve	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Remeasurements of Defined Benefit Plan	-	-	-	-	-
Fair Value effect of Investments of shares	-	-	-	-	-
Balance at 31st March, 2021	1,30,96,200	1,04,35,200	(9,94,33,073)	4,26,86,045	(3,32,15,628)
Profit for the year	-	-	(20,74,800)	-	(20,74,800)
Final Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Trf to General Reserve	-	-	-	-	-
Fair Value effect of Investments of shares	-	-	-	-	-
Balance at 31st March, 2022	1,30,96,200	1,04,35,200	(10,15,07,873)	4,26,86,045	(3,52,90,428)

NOTE 2

PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross Block				Depreciation/Amortization / Impairment Losses			Deduction During The Year	As at 31.03.22	Net Block	
	As at 01.04.21	Addition		Deduction During the Year	As at 31.03.22	Up to 01.04.21	Dep. For The Year				Impairment Losses
		Through Purchase	Through Business combination								
Computers	3,97,550	-	-	-	3,97,550	3,97,550	-	-	-	3,97,550	-
Furniture & Fixtures	10,23,548	-	-	-	10,23,548	10,23,548	-	-	-	10,23,548	-
Plant & Machinery	15,500	-	-	-	15,500	15,500	-	-	-	15,500	-
Total	14,36,598	-	-	-	14,36,598	14,36,598	-	-	-	14,36,598	-

Note 2

Property, Plant And Equipment

Particulars	Gross Block				Depreciation/Amortization / Impairment Losses			Deduction During The Year	As at 31.03.21	Net Block	
	As at 01.04.20	Addition		Deduction During the Year	As at 31.03.21	Up to 01.04.20	Dep. For The Year				Impairment Losses
		Through Purchase	Through Business combination								
Computers	3,97,550	-	-	-	3,97,550	3,97,550	-	-	-	3,97,550	-
Furniture & Fixtures	10,23,548	-	-	-	10,23,548	10,23,548	-	-	-	10,23,548	-
Plant & Machinery	15,500	-	-	-	15,500	15,500	-	-	-	15,500	-
Total	14,36,598	-	-	-	14,36,598	14,36,598	-	-	-	14,36,598	-

NOTE 3

CAPITAL WORK-IN-PROGRESS

Particulars	Gross Block				Depreciation/Amortization/ Impairment Losses			Deduction During The Year	As at 31.03.22	Net Block	
	As at 01.04.21	Addition		Deduction During the Year	As at 31.03.22	Up to 01.04.21	Dep. For The Year				Impair ment Losses
		Through Purchase	Through Business combination								
Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	-	
Total	-	-	-	-	-	-	-	-	-	-	
Previous Year	-	-	-	-	-	-	-	-	-	-	

OTHER INTANGIBLE ASSETS

Particulars	Gross Block				Depreciation/Amortization/ Impairment Losses			Deduction During The Year	As at 31.03.22	Net Block	
	As at 01.04.21	Addition		Deduction During the Year	As at 31.03.22	Up to 01.04.21	Dep. For The Year				Impair ment Losses
		Through Purchase	Through Business combination								
Computer Software	-	-	-	-	-	-	-	-	-	-	
Technical Know How	-	-	-	-	-	-	-	-	-	-	
Total	-	-	-	-	-	-	-	-	-	-	
Previous Year	-	-	-	-	-	-	-	-	-	-	

INTANGIBLE ASSETS UNDER DEVELOPMENT

Particulars	Gross Block				Depreciation/Amortization/ Impairment Losses			Deduction During The Year	As at 31.03.22	Net Block	
	As at 01.04.21	Addition		Deduction During the Year	As at 31.03.22	Up to 01.04.21	Dep. For The Year				Impair ment Losses
		Through Purchase	Through Business combination								
Intangible assets under development	-	-	-	-	-	-	-	-	-	-	
Total	-	-	-	-	-	-	-	-	-	-	
Previous Year	-	-	-	-	-	-	-	-	-	-	

NOTE 4

INVESTMENTS

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Non Trade Investments (at fair value)		
Unquoted		
Equity Shares		
Total of Long Term Investments	10,990	10,990
Less: Provision for Diminution in the value of Investment	-	-
Net Value of Investment	10,990	10,990

During the year company has made the provision for diminution in value of investment

NOTE 5

OTHER TAX ASSETS (NET)

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Tax Deducted at source	9,71,728	9,23,453
Income Tax Block Assessment	1,74,999	1,74,999
	11,46,727	10,98,452

NOTE 6

TRADE RECEIVABLES

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Undisputed Considered Goods		
Less than Six Month	10,91,015	-
	10,91,015	-

NOTE 7 CASH & CASH EQUIVALENTS		
Particulars	As at	As at
	March 31, 2022	March 31, 2021
Balance With Banks	99,86,784	1,33,85,354
Cash on Hand	40,578	40,578
	1,00,27,362	1,34,25,932

NOTE 8 OTHER CURRENT ASSETS		
Particulars	As at	As at
	March 31, 2022	March 31, 2021
DEPB License receivables	4,32,320	4,32,320
Input GST/Service Tax	66,83,945	66,48,262
	71,16,265	70,80,582

NOTE 9 EQUITY SHARE CAPITAL		
Particulars	As at	As at
	March 31, 2022	March 31, 2021
Authorized Share Capital 1,00,00,000 Equity shares, Re. 10/- par value (Previous Year 1,00,00,000 equity shares Re. 10/- par value)	10,00,00,000	10,00,00,000
	10,00,00,000	10,00,00,000
Issued, Subscribed and Fully Paid Up Shares 54,28,414 Equity shares, Re. 10/- par value fully paid up (Previous Year 54,28,414 equity shares Re. 10/- par value)	5,42,84,140	5,42,84,140
	5,42,84,140	5,42,84,140

Note No 9.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31.03.2022:				
Particulars	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	54,28,414	5,42,84,140	54,28,414	5,42,84,140
Add: Shares issued during the year	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-
Number of shares at the end	54,28,414	5,42,84,140	54,28,414	5,42,84,140

Note No 9.2: Terms/rights attached to equity shares

(A) The company has only one class of equity shares having a par value of Re. 10 per share. Each holder of equity shares is entitled to one vote per share.

(B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No 9.3: Aggregate number of bonus shares issued and sub-division of shares during the period of five years immediately preceding the reporting date:

No Bonus Shares Issued and Sub-Division of shares during the period of five years.

Note No 9.4: The details of shareholders holding more than 5% shares in the company :				
Name of the shareholder	As at 31st March, 2022		As at 31st March, 2021	
	No. of shares held	% held as at	No. of shares held	% held as at
Shamrock Pharmaceuticals Private Limited	6,51,470	12.00%	6,51,470	12.00%
Snehlata R Khokhani	3,03,817	5.60%	3,03,817	5.60%
Shamrock Finlease Private Limited	2,94,200	5.42%	2,94,200	5.42%

NOTE 10 OTHER EQUITY		
Particulars	As at	As at
	March 31, 2022	March 31, 2021
Capital Reserve		
Opening Balances (As per the last Balance sheet)	4,26,86,045	4,26,86,045
Add: during the year	-	-
Closing Balance	4,26,86,045	4,26,86,045

Share Premium		
Opening Balance (As per the last Balance sheet)	1,04,35,200	1,04,35,200
Add: during the year	-	-
	1,04,35,200	1,04,35,200
Surplus		
Opening Balance (As per the last Balance sheet)	(9,94,33,074)	(9,62,94,357)
Add: Net profit after tax transferred from statement of profit & loss	(20,74,800)	(31,38,716)
	(10,15,07,873)	(9,94,33,074)
Less: Transferred to General Reserve A/c	-	-
	(10,15,07,873)	(9,94,33,074)
Share Forfeiture		
Opening Balance	1,30,96,200	1,30,96,200
Add: during the year	-	-
Closing Balance	1,30,96,200	1,30,96,200
	(3,52,90,428)	(3,32,15,629)

NOTE 11 DEFERRED TAX LIABILITIES (NET)		
Particulars	As at	As at
	March 31, 2022	March 31, 2021
Deferred tax liabilities		
Difference between depreciation as per books and as per Income- tax Act, 1961	-	-
IND AS EFFECT	-	-
	-	-
Less: Deferred tax assets	-	-
Net Deferred Tax Liabilities	-	-

NOTE 12 BORROWINGS		
Particulars	As at	As at
	March 31, 2022	March 31, 2021
Unsecured		
From Companies	-	-
From Others	-	-
	-	-

NOTE 13 TRADE PAYABLES		
Particulars	As at	As at
	March 31, 2022	March 31, 2021
Sundry Creditors For Expenses		
Less than 1 Year	1,87,430	2,70,724
More than 1 Year	2,10,719	2,18,226
	3,98,149	4,88,950

NOTE 14 CURRENT TAX LIABILITIES (NET)		
Particulars	As at	As at
	March 31, 2022	March 31, 2021
PT Payable	-	3,100
TDS Payable	500	55,396
	500	58,496

NOTE 15 OTHER INCOME		
Particulars	March 31, 2022	March 31, 2021
	Other Income	9,65,500
	9,65,500	88,000

NOTE 16 EMPLOYEE BENEFIT EXPENSES		
Particulars	March 31, 2022	March 31, 2021
	Salaries, Wages and Bonus	2,20,431
	2,20,431	75,000

NOTE 17 OTHER EXPENSES		
Particulars	March 31, 2022	March 31, 2021
Listing Fees	10,72,500	18,55,958
Depository/Share Transfer Charges	84,500	69,446
ROC Charges	10,754	11,568
Advertisement & Sales Promotion	23,280	29,760
Payment to Statutory Auditor	25,000	5,000
Legal & Professional	15,88,332	11,66,419
Miscellaneous expenses	15,503	13,566
	28,19,869	31,51,717

NOTE 18 EXCEPTIONAL ITEMS		
Particulars	March 31, 2022	March 31, 2021
Provision for Diminution in the value of Investment	-	-
Income from sale of land	-	-
	-	-

NOTE 19 EARNING PER SHARE		
Particulars	March 31, 2022	March 31, 2021
(A) Profit attributable to Equity Shareholders (Rs.)	(20,74,800)	(3,138,717)
(B) No. of Equity Share outstanding during the year.	54,28,414	54,28,414
(C) Face Value of each Equity Share (Rs.)	10.00	10.00
(D) Basic & Diluted earnings per Share (Rs.)	(0.38)	(0.58)

20. Related party disclosure

a) Name of the related party and description of relationship.

S.No.	Related Parties	Nature of Relationship
(i)	Kalpesh Khokhani	Chairman
(ii)	Kamlesh Khokhani	Managing Director
(iii)	Ketan Parikh	Independent Director
(iv)	Sonalika Sushant Shrivastav	Independent Director
(v)	Jitesh Rameshchandra Khokhani	CFO
(vi)	Priyanka Rathod	Company Secretary
(vii)	Doctor Lifeline Remedied (I) Limited	Family Interested Company
(viii)	Shamrock International Limited	Family Interested Company
(ix)	Shamrock Advertising & Publishing Company Pvt Ltd	Family Interested Company
(x)	Shamrock Finlease Limited	Family Interested Company
(xi)	Shamrock Pharmachemi Private Limited	Family Interested Company
(xii)	Shamrock Infosys Limited	Family Interested Company
(xiii)	Shamrock Taxyfab Limited	Family Interested Company

b) Details of Transactions and Balances during the year with related parties at the year end.

S.No.	Related parties	Nature of Transactions during the year	2021-22	2020-21
			(Rs.)	(Rs.)
Transaction during the year				
(i)	Shamrock Pharmachemi Private Limited	Advance given	1,38,93,500	1,64,65,000
(ii)	Shamrock Pharmachemi Private Limited	Advance taken	1,38,93,500	1,64,65,000
(iii)	Shamrock International Limited	Income	9,65,500	-
Balance Outstanding				
(i)	Shamrock International Limited	Receivables	10,91,015	-

21. Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

22. Key Financial Ratios

Particulars	Unit of Measurement	2021-22	2020-21	Variation in %
Current Ratio	In Multiple	45.74	37.46	8.28
Debt-Equity Ratio	In Multiple	-	-	-
Debt Service Coverage Ratio	In Multiple	-	-	-
Return on Equity Ratio	In %	-3.82%	-5.78%	1.96%
Inventory Turnover Ratio	In Days	-	-	-
Trade Receivables Turnover Ratio	In Days	412.45	-	412.45

Trade Payables Turnover Ratio	In Days	150.52	2,028.03	-1,877.51
Net Capital Turnover Ratio	In Days	261.93	-2,028.03	2,289.96
Net Profit Ratio	In %	-215%	-3567%	3351.83%
Return on Capital Employed	In %	-4%	-6%	1.96%
Return on Investment(Assets)	In %	-3%	-3%	0.86%

23. Company Overview

The Company ("Shamrock Industrial Company Limited") is an existing public limited company incorporated on 01/07/1991 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at 83-E, Hansraj Pragji Bldg, Off Dr E Moses Road, Worli, Mumbai-400018 Maharashtra. The Company offers a diverse range of manufacturing of Pharmaceuticals & Drugs products and allied business activities. The equity shares of the Company are listed on BSE Limited ("BSE"). The financial statements are presented in Indian Rupee (₹).

24. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(A) Basis Of Preparation Of Financial Statement

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under Ind AS. Refer Note no. 53 on 'First Time Adoption of Ind AS' for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows which is separately presented in the annual report.

The financial statements were authorized for issue by the Company's Board of Directors on 22nd June 2021.

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs, unless otherwise indicated.

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except in case of significant uncertainties and except for the following:

- i. Certain financial assets and liabilities (Including Derivative Instruments) that are measured at fair value;
- ii. Investments are measured at fair value.

(B) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade discount taxes and amounts collected on behalf of third parties. The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the company.

(I) Sales

- (i) Domestic sales are recognised when significant risks and rewards are transferred to the buyer as per the contractual terms or on dispatch where such dispatch coincides with transfer of significant risks and rewards to the buyer.
- (ii) Export sales are recognised on the date of ship on board signifying transfer of rewards of ownership to the buyer as per terms of sale and initially recorded at the relevant exchange rates prevailing on the date of transaction.
- (iii) The Company recognises income from power generated on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

(II) Other Income

(i) Interest Income

Interest income on financial asset is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instruments.

(ii) Export Benefits

Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim is fulfilled.

(iii) Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

(C) Property, plant and equipment

On transition to Ind AS, The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the property, plant and equipment.

- i. Freehold land is carried at historical cost including expenditure that is directly attributable to the acquisition of the land.
- ii. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- iii. Depreciation
 - (a) Fixed assets are stated at cost less accumulated depreciation.
 - (b) The depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.
 - (c) Leasehold Land is depreciated over the period of the Lease.

(D) Intangible assets

On transition to Ind AS, The Company has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the intangible assets.

- i. An intangible asset shall be recognised if, and only if: (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and (b) the cost of the asset can be measured reliably.
- ii. Cost of technical know-how is amortised over a period of six years.
- iii. Computer software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include licence fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. The same is amortised over a period of 5 years on straight-line method.

(E) Inventories Valuation

- i. Raw materials, components, stores & spares, packing material, semi-finished goods & finished goods are valued at lower of cost and net realisable value.
- ii. Cost of Raw Materials, components, stores & spares and packing material is arrived at Weighted Average Cost and Cost of semi-finished good and finished good is arrived at estimated cost.
- iii. Scrap is valued at net realisable value.

(F) Cash And Cash Equivalent

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(G) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(H) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(I) Borrowing Cost

- i. Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.
- ii. Borrowings are classified as current financial liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(J) Foreign Currency Transaction

- i. In respect of foreign exchange transaction, the transaction in foreign currency is recorded in rupees by applying the exchange rate prevailing at the time of the transaction. Amount short or excess realised/incurred is transferred to Statement of Profit and Loss.
- ii. All foreign currency liabilities / assets not covered by forward contracts, are restated at the rates prevailing at the year end and any exchange differences are debited / credited to the Statement of Profit & Loss .

(K) Investments

All equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income, except for those mutual fund for which the Company has elected to present the value changes in Statement of Profit and Loss.

(L) Employee Benefit

- i. Short term employee benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit & Loss for the year in which the related service is rendered.
- ii. Contribution payable to recognised provident fund and superannuation scheme which is defined contribution scheme is charged to Statement of Profit & Loss. Gratuity and Leave encashment which are defined benefits are accrued based on actuarial valuation as at Balance Sheet date by an independent actuary. The Company has opted for a Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), and the contribution is charged to the Statement of Profit & Loss each year. The Company has funded the liability on account of leave benefits through LIC's Group Leave Encashment Assurance Scheme and the Contribution is charged to Statement of Profit and Loss.
- iii. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets excluding non-qualifying asset (reimbursement right). The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(M) Segment Report

- i. The company identifies primary segment based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segment are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.
- ii. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

(N) Leases

- i. Lease rentals in respect of assets acquired under operating leases are charged off to the Statement of Profit and Loss. Lease rentals in respect of assets given under operating leases are credited to the Statement of Profit & Loss.
- ii. Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases.
- iii. Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc., are recognised immediately in the statement of profit and loss.

(O) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number equity shares outstanding during the period and all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(P) Taxation

- i. The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for the jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, to unused tax losses and unabsorbed depreciation.

Current and deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income.

- ii. Provision for Income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the Income- tax Act, 1961 and Revised Income Computation and Disclosure Standards (ICDS) of the Income-tax Act, 1961.
- iii. Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.
- iv. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(Q) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

(R) Provisions and Contingent Liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(S) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

(T) Financial Instruments**(I) Financial Assets****i. Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

ii. Subsequent measurement

- (a) **Financial assets carried at amortised cost (AC):** A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- (b) **Financial assets at fair value through other comprehensive income (FVTOCI):** A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- (c) **Financial assets at fair value through profit or loss (FVTPL):** A financial asset which is not classified in any of the above categories are measured at FVTPL.

iii. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- (a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- (b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

(II) Financial Liabilities**i. Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

ii. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

25. Due to (COVID-19) as a pandemic, financial market was downwards with reason to believe due to liquidity measure. Management have no liquidity shortage and reason to believe that valuation of stock down is temporary nature and it will likely to be raised soon due to fundamentals of stock are very good. Hence Valuation of stock had taken at Cost value. However a corresponding effect of cost and market value have taken in OCI (other comprehensive income).

26. The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III of Companies Act, 2013.

**As per our report of even date attached.
FOR R SONI & COMPANY
Chartered Accountants
FRN: 130349W**

**Sd/-
Rajesh Soni
Partner
Mem No. 133240
UDIN: 22133240ALPSEN7738
PLACE: Mumbai
DATED: 25/05/2022**

For Shamrock Industrial Company Limited

**Sd/-
Kamlesh Khokhani
Managing Director
DIN: 00322223**

**Sd/-
Kalpesh Khokhani
Director
DIN: 00322052**

**Sd/-
Dinesh Tiwari
Independent Director
DIN: 09566988**

**Sd/-
Priyanka Rathod
Company Secretary**

SHAMROCK INDUSTRIAL COMPANY LIMITED

Regd. Office: 83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai 400018
 Tel.: 022 – 4077-8877, E-mail: pharma@shamrockindia.com,
 CIN: L24239MH1991PLCo62298 | Website:www.shamrockindustrial.wordpress.com

ATTENDANCE SLIP

31st Annual General Meeting, _____ at _____

Regd. Folio No.		DP ID:	
No. of Equity Shares held		Client ID:	

Name of the Shareholder	
Name of Proxy	

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 31st Annual General Meeting of the Company on Wednesday, 20th July, 2022 at Regd. Office: 83-E, Hansraj Pragji Building, Off. Dr. E. Moses Road, Worli, Mumbai - 400018, Maharashtra at 10.30 a.m.

SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

If Member, please sign here

If Proxy, please sign here

Note: This form should be signed and handed over at the Meeting Venue.

SHAMROCK INDUSTRIAL COMPANY LIMITED

Regd. Office: 83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai 400018
 Tel.: 022 – 4077-8877, E-mail: pharma@shamrockindia.com,
 CIN: L24239MH1991PLCo62298 | Website:www.shamrockindustrial.wordpress.com

Form No. MGT – 11 - PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 (the Act) and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

31st Annual General Meeting, July 20, 2022 at 10.30 A.M.

Name of the member(s):	
Registered address:	
Email Id:	
Folio No./Client Id / DP ID:	

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint the following as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at Wednesday, 20th July, 2022 at Regd. Office: 83-E, Hansraj Pragji Building, Off. Dr. E. Moses Road, Worli, Mumbai 400018; at 10.30 a.m.

1. Mr./Ms..... of in the district of or failing him/her
2. Mr./Ms..... of in the district of or failing him/her
3. Mr./Ms..... of in the district of

Signed this day of, 2022

Signature of the Member

Note: This form in order to be effective shall be duly stamped, completed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.

Please Affix
 Re.1/-
 Revenue
 Stamp and
 sign
 Across

Form No. MGT – 12**Ballot Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 (the Act) and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN: L24239MH1991PLC062298
Name of Company: Shamrock Industrial Company Limited
Regd. Office: 83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai 400018, Maharashtra
Email: shamrockfin@gmail.com Website: www.shamrockindustrial.wordpress.com Tel: 022 – 4077-8877

31st Annual General Meeting, July 20, 2022 at 10:30 A.M.

Poll Paper

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered Folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in following manner:

Sr. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.			
2	To appoint a Director in place of Mrs. Neeta Jitesh Khokhani (DIN: 08272554), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.			
3	To appoint M/s. Devpura Navlakha & Co., Chartered Accountants, Mumbai (FRN – 121975W) as Statutory Auditors of the Company and to fix their remuneration.			
4	To confirm and regularize the appointment of Mr. Dinesh Murlidhar Tiwari (Din: 09566988) From Additional Director To Independent Director.			
5	To consider the re-appointment of Mr. Kamlesh Rameshchandra Khokhani (DIN:00322223) as a Managing Director of the Company for a term of 5 years and to fix his remuneration.			

Place: Mumbai
Date:20/07/2022

(Signature of Shareholder)

Route map

