

NOTICE OF 2ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2nd (Second) Annual General Meeting (AGM) of the Members of Shish Industries Limited (“the Company”) will be held on Saturday, September 28, 2019 at 11:00 A.M. at the registered office of the Company situated At Survey No: 265/ 266, Block No: 290, Plot No. 18 to 23, B/1 Paiki 1, Pipodara, Ta: Mangrol, Surat - 394 110, Gujarat to transact the following businesses:

Ordinary Businesses:-**1. Adoption of Financial Statements:**

To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2019 and the reports of the Directors’ and the Auditors’ thereon.

2. Appointment of Mr. Rameshbhai Kakadiya (DIN 07740518) as director liable to retire by rotation:

To appoint a Director in place of Mr. Rameshbhai Kakadiya (DIN 07740518), who retires by rotation and, being eligible, seeks re-appointment.

Explanation: Based on the terms of appointment, executive directors and the non-executive are subject to retirement by rotation. Mr. Rameshbhai Kakadiya (DIN 07740518), who was appointed on May 15, 2017 as Whole-Time Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Rameshbhai Kakadiya (DIN 07740518) is required to retire by rotation, he would need to be re-appointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mr. Rameshbhai Kakadiya (DIN 07740518) as such, to the extent that he is required to retire by rotation.

3. Appointment of Statutory Auditor and to fix their remuneration:

Appointment of M/s. K P C M & Co., Chartered Accountants, Surat (Firm registration Number: 117390W) as Statutory Auditor of the Company to hold office as such from the conclusion of 2nd (Second) Annual General Meeting till the conclusion of 7th (Seventh) Annual General Meeting of the Company and to authorize the Board of Directors to fix their fees in consultation with the Auditor:

Explanation: Under Section 139 of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, every Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. Further, section also provides for rotation of the statutory auditors on completion of the maximum term permitted under the said section.

The Company has received written consent from M/s. K P C M & Co., Chartered Accountants, Surat (Firm registration Number: 117390W) and also received certificate to the effect that they are eligible and qualified to be appointed as such and have not incurred any disqualification cited under Section 141(3) of the act.

In line with the requirements of the Act, the Audit Committee has proposed and the Board of Directors has recommended the appointment of M/s. K P C M & Co., Chartered Accountants, Surat (Firm registration Number: 117390W) as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 2nd (Second) Annual General Meeting of the Company, till the conclusion of the 7th (Seventh) Annual General Meeting to be held in the calendar year 2024. Accordingly, the appointment of M/s. K P C M & Co., Chartered Accountants, Surat (Firm registration Number: 117390W) is being placed before the shareholders for their approval by way of an Ordinary Resolution.

“**RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the proposal of the Audit Committee and recommendation of the Board of Directors, M/s. K P C M & Co., Chartered Accountants, Surat (Firm registration Number: 117390W) be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 2nd (Second) Annual General Meeting of the Company, till the conclusion of the 7th (Seventh) Annual General Meeting to be held in the calendar year 2024 and that the Board of Directors and/or Audit Committee be and are hereby authorized to fix fees in consultation with the Auditors for audit of the accounts of the Company.”

Special Businesses:-**4. Appointment of Mr. Rasik Bharodia (DIN 08514767) as Non-Executive Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, following resolution as an **Ordinary resolution**:

“**RESOLVED THAT**, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Rasik Bharodia (DIN 08514767), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from July 18, 2019 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Rasik Bharodia (DIN 08514767) as a candidate for the office of an independent director of the Company and whose appointment has been recommended by Nomination and Remuneration Committee and the Board, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period up to July 17, 2024, not liable to retire by rotation.”

Registered office:

Survey No: 265/ 266, Block No: 290, Plot No. 18 to 23, B/1 Paiki 1, Pipodara, Ta: Mangrol, Surat, - 394 110, Gujarat

By order of the Board of Directors
For, **SHISH INDUSTRIES LIMITED**
CIN: L25209GJ2017PLC097273

Satishkumar Maniya
Chairman and Managing Director
DIN 02529191

Place: Surat

Date: September 2, 2019

Notes for Shareholders for AGM:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 4 of the Notice, is annexed hereto.
- A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before Thursday, September 26, 2019 at 11:00 A.M.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.

3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 21, 2019 to Saturday, September 28, 2019 (both days inclusive) and same will be re-opened from Sunday, September 29, 2019 onwards. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 20, 2019, will be entitled to vote at the AGM.
7. The route map showing directions to reach the venue of the 2nd AGM is provided at the end of this Notice.
8. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.shishindustries.com.
9. The Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2018-19. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.
Further, during the year, the Company has not transferred any amount to fund established under Section 125 of the Companies Act, 2013.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
12. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are as follows;

Particulars	Mr. Rameshbhai Kakadiya	Mr. Rasik Bharodia
Date of Birth	May 18, 1982	August 10, 1978
Date of Initial Appointment	May 11, 2017	July 18, 2019
Date of Appointment (at current term)	May 15, 2017	July 18, 2019
Educational Qualifications	Bachelor of Pharmacy	S.S.C.
Expertise in specific functional areas - Job profile and suitability	Mr. Rameshbhai Kakadiya has more than 7 years of rich experience in the field of Marketing and General Administration of the Organization. He is the founder of our company. He has played a very vital role in successful implementation of various policies and procedure in the Organization.	Mr. Rasik Bharodia (DIN 08514767) has 3 years of experience in accounts and finance and general administration of the Business
Directorships held in other public companies (excluding foreign companies, Section 8 companies, Struck off Companies and our Company)	Nil	Nil
Memberships / Chairmanships of committees of other public companies**	Nil	Membership - 2 Committees
Inter-se Relationship with other Directors.	No Relation	No Relation

*Committee includes the Audit Committee and Stakeholders' Grievance Committee

^ In accordance with SEBI (ICDR) Regulations, 2009 and the Companies Act, 2013

13. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
14. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members, the facility to cast their vote electronically, through the e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under Section 108 and in case Poll has been demanded, under Section 109 of the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
15. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.

Specific Attention of the Members is drawn to the followings:

1. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
2. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
3. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare Services Private Limited ("BSPL").
4. As per the provisions of Section 72 of the Act, the facility for making nomination/nominations 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. The Nomination Form can be obtained from the BSPL. Members holding shares in physical form may submit the same to BSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and BSPL to enable us to send you the communications via email.

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)

Item No. 4 - Appointment of Mr. Rasik Bharodia (DIN 08514767) as Non-Executive Independent Director of the Company:

The Board of Directors has, at its meeting held on July 18, 2019, appointed Mr. Rasik Bharodia (DIN 08514767) as an Additional (Non-Executive Independent) Director of the Company with effect from allotment of a valid Director Identification Number by Ministry of Corporate Affairs, pursuant to Sections 149 and 161 of the Companies Act, 2013, read with Article 102 of the Articles of Association of the Company. Further, Mr. Rasik Bharodia (DIN 08514767) was allotted Director Identification Number on the same day and he was appointed as an Additional (Non-Executive Independent) Director of the Company w.e.f. July 18, 2019.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Rasik Bharodia (DIN 08514767) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Rasik Bharodia (DIN 08514767) for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Rasik Bharodia (DIN 08514767) has 3 years of experience in accounts and finance and general administration of the Business.

The Company has received from Mr. Rasik Bharodia (DIN 08514767) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies(Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Rasik Bharodia (DIN 08514767), the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A copy of the draft letter for the appointment of Mr. Rasik Bharodia (DIN 08514767) as Non-Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The resolution seeking the approval of members for the appointment of Mr. Rasik Bharodia (DIN 08514767) as Non-Executive Independent Director of the Company for a period up to July 17, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder is proposed for the approval of the Members. He will not be liable to retire by rotation.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Rasik Bharodia (DIN 08514767), to whom the resolution relates, are interested or concerned in the resolution.

Registered office:

Survey No: 265/ 266, Block No: 290, Plot No. 18 to 23, B/1 Paiki 1, Pipodara, Ta: Mangrol, Surat, - 394 110, Gujarat

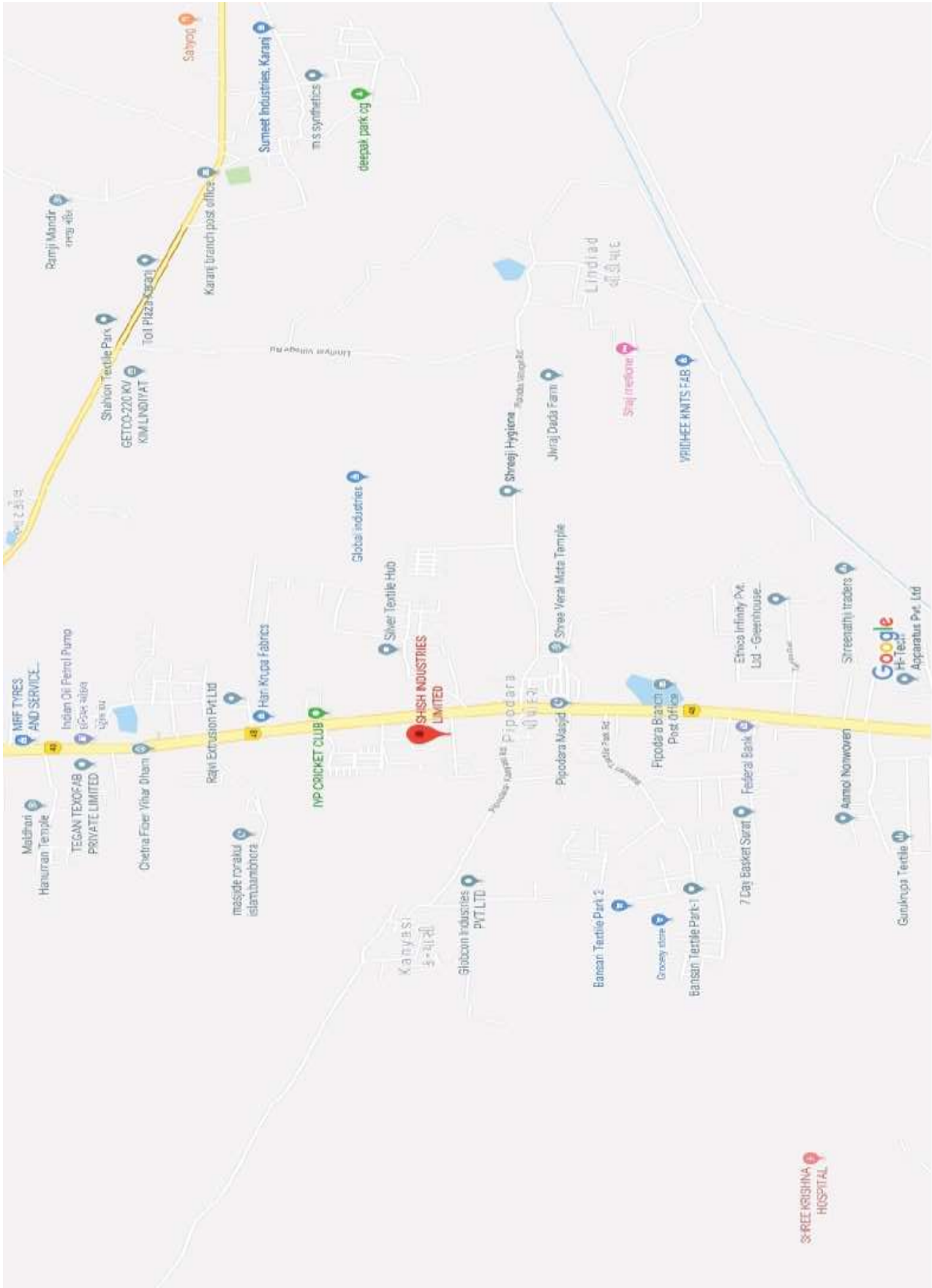
By order of the Board of Directors
For, SHISH INDUSTRIES LIMITED
CIN: L25209GJ2017PLC097273

Place: Surat

Date: September 2, 2019

Satishkumar Maniya
Chairman and Managing Director
DIN 02529191

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



Day and Date: Saturday, September 28, 2019

Time: 11:00 A.M.

Venue: Survey No: 265/ 266, Block No: 290, Plot No. 18 to 23, B/1 Paiki 1, Pipodara, Ta: Mangrol, Surat - 394 110, Gujarat

SHISH INDUSTRIES LIMITED

CIN: L25209GJ2017PLC097273

Regd. Off: Survey No: 265/ 266, Block No: 290, Plot No. 18 to 23, B/1 Paiki 1, Pipodara, Ta: Mangrol, Surat - 394 110, Gujarat
 Phone No.: +91 261 - 489 3292/93; Web: www.shishindustries.com; Email: compliance@shishindustries.com

ATTENDANCE SLIP

Regd. Folio No./DP Id No./Client Id No.* (*Applicable for investor holding shares in electronic form.)	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 2nd Annual General Meeting of Shish Industries Limited held on Saturday, September 28, 2019 at 11:00 A.M. at the registered office of the Company situated at Survey No: 265/ 266, Block No: 290, Plot No. 18 to 23, B/1 Paiki 1, Pipodara, Ta: Mangrol, Surat - 394 110, Gujarat.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

-----Please tear here-----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No./Client Id	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of Shish Industries Limited to be held on Saturday, September 28, 2019 at 11:00 A.M. at the registered office of the Company situated at Survey No: 265/ 266, Block No: 290, Plot No. 18 to 23, B/1 Paiki 1, Pipodara, Ta: Mangrol, Surat - 394 110, Gujarat and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary businesses				
1.	To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2019 and the reports of the Directors' and the Auditors' thereon			
2.	To appoint a Director in place of Mr. Rameshbhai Kakadiya (DIN 07740518), who retires by rotation and, being eligible, seeks re-appointment.			
3.	Appointment of Statutory Auditor and to fix their remuneration.			
Special business				
4.	Appointment of Mr. Rasik Bharodia (DIN 08514767) as Non-Executive Independent Director of the Company.			

Signed this.....day of.....2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of not
less than
₹ 1

Note:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 26, 2019 at 11:00 A.M.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.