

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (“EoGM”) of the members of Shish Industries Limited will be held on Tuesday, May 29, 2018 at 04:00 P.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 Special business;

1. Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of M/s. Ghevariya & Co., Chartered Accountants, Surat (FRN: 136167W):

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

“**RESOLVED THAT** pursuant to the provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and as recommended by the Board of Directors of the Company, M/s. J R Kakadiya & Co., Chartered Accountants, Surat (FRN: 125404W) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Ghevariya & Co., Chartered Accountants, Surat (FRN: 136167W).

RESOLVED FURTHER THAT M/s. J R Kakadiya & Co., Chartered Accountants, Surat (FRN: 125404W) shall hold the office as Statutory Auditor of the Company for a period up to the ensuing Annual General Meeting (1st AGM) of the Company and they shall be responsible to carry out the Statutory Audit of Books of Accounts of the Company for the first financial year of the Company.

RESOLVED FURTHER THAT any of the board of directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

**By order of the Board
For, Shish Industries Limited**
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**Rameshbhai Kakadiya
Whole-Time Director
DIN: 07740518**

Place: Surat

Date: May 2, 2018

NOTES:

1. A Member entitled to attend and vote at the Extra-ordinary General Meeting (EOGM) is entitled to appoint a proxy to attend and vote instead of himself 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, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the EOGM. 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.

2. Members/Proxies should bring their Attendance slip duly 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.
3. 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.
4. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
5. The route map showing directions to reach the venue of the EOGM is annexed at the end of this Notice and uploaded on the website of the Company.
6. 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.
7. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new SEBI (LODR) Regulations, 2015, it is

- mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Bigshare Services Private Limited (BSPL). Members are further requested to update their current signature in BSPL system. The Performa of updation of Shareholder information is provided at the end of Notice.
8. 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.
 9. 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 BSPL.
 10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact BSPL for assistance in this regard.
 11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to BSPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
 12. 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. 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.
 13. 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.
 14. The Notice of the EOGM 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 will also be available on the Company's website viz. www.shishindustries.com.
 15. 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 Extra-ordinary General Meeting.
 16. 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 Extra-ordinary General Meeting.
 17. Pursuant to exemption granted under Section 108 of the Act and the Rules framed there under, as amended from time to time, to the Companies referred to in Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the voting shall be carried out at the Extra-ordinary General Meeting, first as provided under Section 107 and in case poll has been demanded, in terms of Section 109 of the Companies Act, 2013.
 18. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, May 26, 2018 to Friday, June 1, 2018 (both days inclusive) for the purpose of Extra-ordinary General Meeting and same will be re-opened from Saturday, June 2, 2018 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, May 25, 2018, shall be entitled to vote at the EOGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 19. The Results of business transacted at the Extra-ordinary General Meeting shall be placed on the website of the Company www.shishindustries.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall

also be immediately forwarded to the BSE Limited, Mumbai.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard 2 on General Meeting)

Item No. 1

Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of M/s. Ghevariya & Co., Chartered Accountants, Surat (FRN: 136167W):

The Company had received Resignation letter from M/s. Ghevariya & Co., Chartered Accountants, Surat (FRN: 136167W), the then existing statutory auditor of the Company, intending that they are not willing to act as statutory auditor of the Company from April 24, 2018.

The Board of Directors, at its meeting held on May 2, 2018 and on the recommendation of the Audit Committee, and pursuant to the provisions of Section 139, 140(4), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment M/s. J R Kakadiya & Co., Chartered Accountants, Surat (FRN: 125404W) as statutory auditor of the Company to fill up the casual vacancy caused due to resignation of M/s. Ghevariya & Co., Chartered Accountants, Surat (FRN: 136167W).

The Company has also received consent and eligibility certificate from M/s. J R Kakadiya & Co., Chartered Accountants, Surat (FRN: 125404W), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

In terms of provisions of Section 139(8) of the Companies Act, 2013; M/s. J R Kakadiya & Co., Chartered Accountants, Surat (FRN: 125404W) shall hold the office as Statutory Auditor of the Company for a period up to the ensuing Annual General Meeting (1st AGM) of the Company and they shall be responsible to carry out the Statutory Audit of Books of Accounts of the Company for the first financial year of the Company.

M/s. J R Kakadiya & Co., Chartered Accountants, Surat (FRN: 125404W) is engaged in the practice of Chartered Accountancy since year 1987. They have wide experience of various types of audit including Statutory Bank Audit of various branches, Internal Bank Audit & Investigation, Revenue Audit of Banks, Audit of Companies etc. Moreover, they have enough human resources to provide various kind of professional services. Hence, the Board recommends the Ordinary Resolution for approval of the Members and accordingly, consent of the members is sought for passing Ordinary Resolution for appointment of M/s. J R Kakadiya & Co., Chartered Accountants,

Surat (FRN: 125404W) as statutory auditor of the Company.

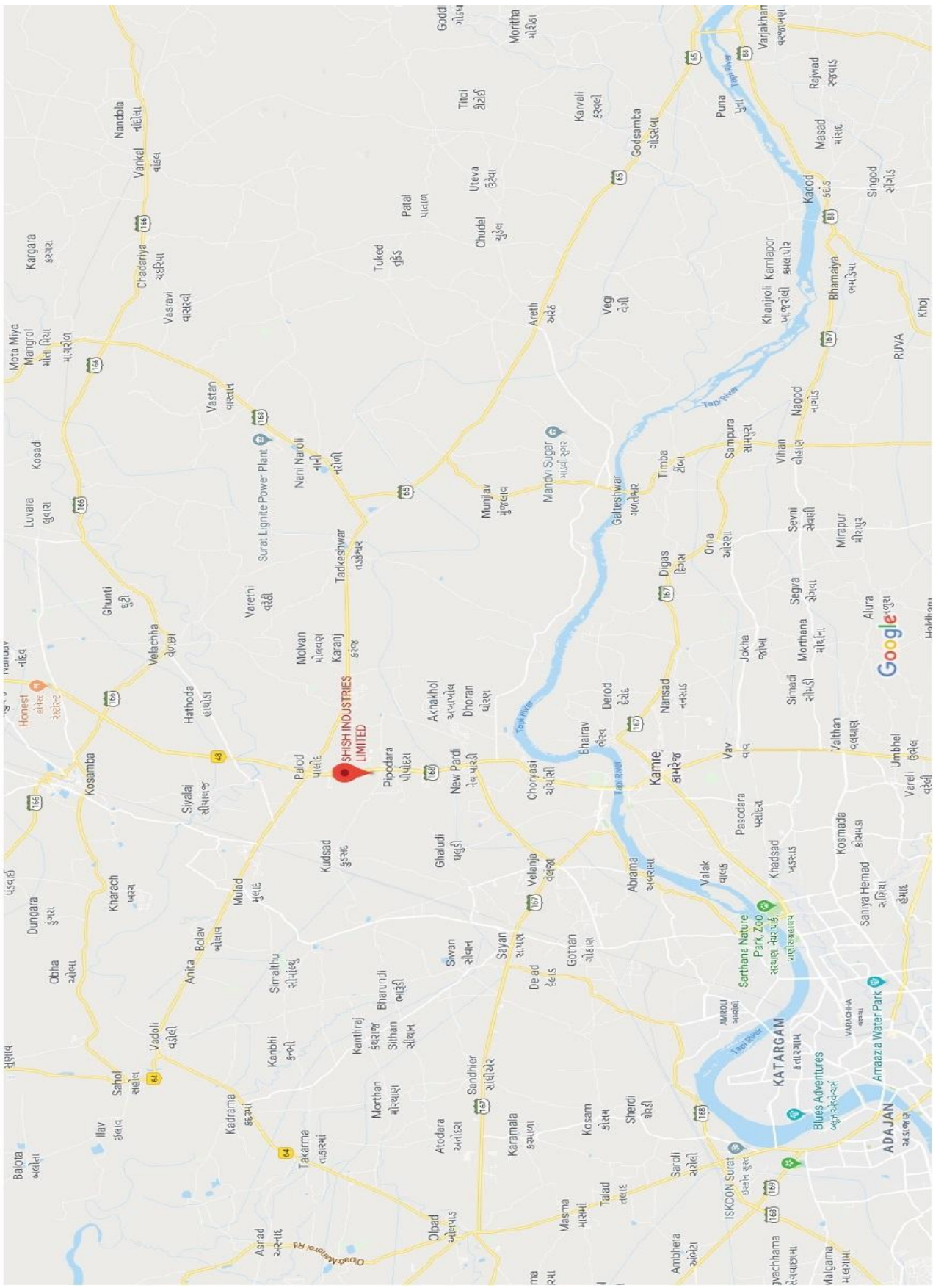
None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the Resolution.

**By order of the Board
For, Shish Industries
Limited
--sd--**

**Rameshbhai Kakadiya
Whole-Time Director
DIN: 07740518**

Place: Surat
Date: May 2, 2018

ROUTE MAP TO THE VENUE OF EXTRA-ORDINARY GENERAL MEETING



To,

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai - 400 059,

Dear Sir/Ma'am,

Sub: Updation of Shareholder Information

Ref: Shish Industries Limited (CIN: U25209GJ2017PLC097273)

I/we request you to record the following information against my/our folio no.;

Folio Number		No of Shares Held	
Name of the Shareholder	1. 2.		
Address of The First Holder			
Email Id			
PAN		Telephone No(s)	
Specimen Signature(s)	1. 2.		
Attestation By Bank Under Their Stamp			
Name of the officer			
Authorization Code			
Number			
Contact Number			

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete/incorrect information, I/we would not hold the Company /RTA responsible. I/We understand that the above details shall be maintained till I/we hold the securities under above folio number. Pursuant to Section 101 of the Companies Act, 2013 read with Rule made there under, I also give consent to the company to send the Notices, Annual Reports etc. through electronically.

Place:

Date:

Signature of sole/ First Holder

Note:

1. Shareholders who hold the shares in demat mode are requested to update the details with their Depository Participant.
2. Members who hold shares in physical mode are requested to send this form duly filled and signed with their signature which shall be duly attested by their banker under their name, authorization code number, contact number and Account number with the bank.
3. Attach following documents along with form;
 - a) Attested copy of the PAN card.
 - b) Attested copy of Aadhar Card/Passport/ration Card/Driving Licence/Voter Id (any one) (If PAN card is not obtained)
 - c) Attested copy of latest utility Bill (Telephone/Electricity/Gas) (any one) (if the address is changed)
 - d) In case of death of any holder kindly send attested copy of the death certificate.

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ATTENDANCE SLIP

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

I/we hereby record my/our presence at the Extra-ordinary General Meeting of the Members of Shish Industries Limited held on Tuesday, May 29, 2018 at 04:00 P.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.

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

PROXY FORM

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

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 Extra-ordinary General Meeting of the Members of Shish Industries Limited to be held on Tuesday, May 29, 2018 at 04:00 P.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.	Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of M/s. Ghevariya & Co., Chartered Accountants, Surat (FRN: 136167W)			

Signed this.....day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
not less
than Rs. 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 Sunday, 27, 2018 at 04:00 P.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.

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