

NOTICE OF 6TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixth (6th) Annual General Meeting (AGM) of the Members of Shish Industries Limited will be held on Thursday, July 20, 2023 at 05:00 P.M. at Park Inn by Radisson, Beside Sumerru Business Corner, Lane of Rajhans Theatre, Pal, Surat, 395009, Gujarat, India to transact the following businesses:

ORDINARY BUSINESSES:

- To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**.
 - "RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
 - "RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
- To appoint a Director in place of Mr. Rameshbhai Virjibhai Kakadiya (DIN 07740518), who retires by rotation and being eligible, seeks re-appointment.

Explanation: Based on the terms of appointment, executive directors and non-executive directors are subject to retirement by rotation. Mr. Rameshbhai Virjibhai Kakadiya (DIN 07740518), who was appointed 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 Virjibhai Kakadiya (DIN 07740518) is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass, with or without modification(s), 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 for the reappointment of Mr. Rameshbhai Virjibhai Kakadiya (DIN 07740518) as such, to the extent that he is required to retire by rotation."

SPECIAL BUSINESSES:

- To increase the Authorized Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rupees 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15000000 (One Crore Fifty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each to Rupees 40,00,00,000/- (Rupees Forty Crores Only) divided into 40000000 (Four Crore) Equity Shares of Rupees 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

"V. The Authorised Share Capital of the Company is Rupees 40,00,00,000/- (Rupees Forty Crores Only) divided into 40000000 (Four Crore) Equity Shares of Rupees 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."

- To consider and approve the issuance of Bonus Equity Shares:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

"RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, Article 174 of Articles of Association of the Company, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authority(ies) and subject to such condition(s) and modification(s), if any as may be prescribed or imposed while granting any applicable approval(s), permission(s) and sanction(s) of any authority(ies) for the time being in force, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), consent of the Members be and is hereby accorded to the Board for capitalisation of a sum not exceeding Rupees 22,79,42,660/- (Rupees Twenty Two Crore Seventy Nine Lakhs Forty Two Thousand Six Hundred and Sixty only) standing to the credit of either the Securities Premium Account and / or Surplus Account of the Company for the purpose of issue of bonus equity shares of Rupees 10/- each, credited as fully paid to the eligible members of the Company holding equity shares of Rupees 10/- each of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on 'Record Date' as may be determined by the Board, in the proportion of 2 (Two) new fully paid-up equity share of Rupees 10/- each for every 1 (One) existing fully paid-up equity shares of Rupees 10/- each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member;

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments in options due to issue of Bonus shares with respect to the employee stock options of the Company, whether granted or not, effective as on the 'Record Date', pursuant to Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding stock options (granted or not, vested but not exercised and unvested stock options including lapsed and forfeited options available for re-issuance), the number thereof and the number of stock options available for future grant(s) as on the Record Date shall be proportionately adjusted;

RESOLVED FURTHER THAT if as a result of implementation of this resolution, any member becomes entitled to a fraction of new Equity Share(s) to be allotted as Bonus Equity Shares, the Company shall not issue any certificate or coupon in respect of such fractional shares but the total number of such new Equity Shares representing such fractions shall be allotted by the Board to a nominee or nominees to be selected by the Board who would hold them as trustee for the Equity Shareholders who would have been entitled to such fractions in case the same were issued and such nominee(s) will as soon as possible sell such Equity Shares allotted at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost, expenses and taxes, if any in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holdings and fraction thereof;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date and the same shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in case of Members who hold shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in other cases, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the allotment of the said bonus equity shares to the extent that they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if any;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to take necessary steps for listing of Bonus Equity Shares on the stock Exchanges where the securities of the Company are listed, as per the applicable guidelines, rules and regulations and further authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

5. To approve "Shish Industries Limited - Employee Stock Option Plan 2023" ("ESOP 2023"):

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the relevant provisions of the Memorandum of Association and the Articles of Association of Shish Industries Limited ("Company"), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), and subject to any other approvals, permissions and sanctions of any or various authority(ies) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), on the recommendation of the nomination and remuneration committee ("Committee") and the board of directors of the Company ("Board"), the consent of the members of the Company be and is hereby accorded to (i) the introduction and implementation of "Shish Industries Limited - Employee Stock Option Plan 2023" ("ESOP 2023"), salient features of which are set out in the Explanatory Statement to the Notice issued to the members of the Company, and (ii) authorizing the Board (which term shall be deemed to include the Committee) including Nomination and Remuneration Committee (NRC), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such present and future

- (i) employee(s) who are exclusively working in India or outside India (other than employee who is a promoter or a person belonging to the promoter group) and
- (ii) Director(s), whether a whole time director or not, including a non-executive director [other than Promoter(s) or persons belonging to the Promoters Group of the Company, Independent Directors and Directors, either himself or through his relative or through any body-corporate, directly or indirectly, holding more than 10% of the outstanding Equity Shares of the Company]

of the Company, Group Company including Subsidiary or Associate Company of the Company, in India or outside India, (hereinafter referred to as an "Employee(s)"), not exceeding 569857 (Five Lakhs Sixty Nine Thousand Eight Hundred Fifty Seven Only) options exercisable into not more than 569857 (Five Lakhs Sixty Nine Thousand Eight hundred Fifty Seven Only) equity shares of the Company, with every 1 (One) Option giving the right but not obligation to the holder, to subscribe to, 1 (One) fully paid-up Equity Share of Face Value Rupees 10/- (Rupee Ten only) each, of the Company, at an issue price of Rupees 381/- (Rupees Three Hundred Eighty One) per equity share including premium of Rupees 371/- (Rupees Three Hundred Seventy One) per equity share, under ESOP 2023, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/NRC in accordance with the provisions of the Scheme, SEBI SBEB & SE Regulations and in due compliance with such other applicable laws or guidelines issued by the relevant Authority(ies), as may be applicable;

RESOLVED FURTHER THAT all actions taken by the Board/NRC in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, under applicable laws and regulations, are hereby specifically approved and ratified;

RESOLVED FURTHER THAT the Board be and is hereby further authorized to issue and allot Equity Shares upon exercise of the options from time-to-time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT in case of any Corporate Action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued by the Company to the Employees ("Additional Shares"), the ceiling as aforesaid of 569857 (Five Lakhs Sixty Nine Thousand Eight hundred Fifty Seven Only) options and Equity Shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued, in order to facilitate making a fair and reasonable adjustment and that (i) the number and price of Option(s) shall be adjusted in a manner such that the total value to the Eligible Employee(s) of the Option(s) remains the same after the corporate action; and (ii) the Vesting Period and the life of the Option(s) shall be left unaltered as far as possible to protect the rights of the Eligible Employee(s) who has been granted Option(s);

RESOLVED FURTHER THAT in case the Equity Shares or other relevant securities of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option holders under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present Face Value of Rupees 10/- (Rupees Ten only) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option holders;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on BSE Limited or any other stock exchanges where the equity shares of the Company are listed in due compliance with the SEBI SBEB & SE Regulations and other Applicable Laws;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other Applicable Laws to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to compliance with the Applicable Laws and further subject to consent of the members of the Company by way of special resolution to the extent required under the SEBI SBEB & SE Regulations, and to do all such acts, deeds, matters and things as it may deem fit, necessary or desirable, at its absolute discretion, including for obtaining approvals, statutory, contractual or otherwise for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such applications, documents, writings that may be required and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Act, the SEBI SBEB & SE Regulations, the Memorandum of Association and the Articles of Association of the Company and any other Applicable Laws in force;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary, expedient or proper including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

6. Grant of Employee Stock Options to the Eligible Employees of Group Companies, including Subsidiary, Associate Company(ies) of the Company under "Shish Industries Limited - Employee Stock Option Plan 2023" ("ESOP 2023");

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the relevant provisions of the Memorandum of Association and the Articles of Association of Shish Industries Limited ("Company"), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), subject to any other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, on the recommendation of the nomination and remuneration committee ("Committee") and board of directors of the Company ("Board"), the consent of the members of the Company be and is hereby accorded respectively to "Shish Industries Limited - Employee Stock Option Plan 2023" ("ESOP 2023"), salient features of which are set out in the Explanatory Statement to the Notice issued to the members of the Company, and (ii) authorizing the Board (which term shall be deemed to include the Committee) including Nomination and Remuneration Committee (NRC), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such present and future

- (i) employee(s) who are exclusively working in India or outside India (other than employee who is a promoter or a person belonging to the promoter group) and
- (ii) Director(s), whether a whole-time director or not, including a non-executive director [other than Promoter(s) or persons belonging to the Promoters Group of the Company, Independent Directors and Directors, either himself or through his relative or through any body-corporate, directly or indirectly, holding more than 10% of the outstanding Equity Shares of the Company]

of any of the existing or future group companies including the subsidiary companies or associate companies of the Company not exceeding 569857 (Five Lakhs Sixty Nine Thousand Eight hundred Fifty Seven Only) options exercisable into not more than 569857 (Five Lakhs Sixty Nine Thousand Eight hundred Fifty Seven Only) equity shares of the Company, with every 1 (One) Option giving the right but not obligation to the holder, to subscribe to, 1 (One) fully paid-up Equity Share of Face Value Rupees 10/- (Rupee Ten only) each, of the Company, at an issue price of Rupees 381/- (Rupees Three Hundred Eighty One) per equity share including premium of Rupees 371/-

(Rupees Three Hundred Seventy One) per equity share, under ESOP 2023, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/NRC in accordance with the provisions of the Scheme, SEBI SBEB & SE Regulations and in due compliance with such other applicable laws or guidelines issued by the relevant Authority(ies), as may be applicable;

RESOLVED FURTHER THAT all actions taken by the Board/NRC in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, under applicable laws and regulations, are hereby specifically approved and ratified;

RESOLVED FURTHER THAT the Board be and is hereby further authorized to issue and allot Equity Shares upon exercise of the options from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT in case of any Corporate Action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued by the Company to the Employees ("Additional Shares"), the ceiling as aforesaid of 569857 (Five Lakhs Sixty Nine Thousand Eight hundred Fifty Seven Only) options and Equity Shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment and that (i) the number and price of Option(s) shall be adjusted in a manner such that the total value to the Eligible Employee(s) of the Option(s) remains the same after the corporate action; and (ii) the Vesting Period and the life of the Option(s) shall be left unaltered as far as possible to protect the rights of the Eligible Employee(s) who has been granted Option(s);

RESOLVED FURTHER THAT in case the Equity Shares or other relevant securities of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option holders under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present Face Value of Rupees 10/- (Rupees Ten) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option holders;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on BSE Limited or any other stock exchanges where the equity shares of the Company are listed in due compliance with the SEBI SBEB & SE Regulations and other Applicable Laws;

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time-to-time under any applicable laws and regulations to the extent relevant and applicable to ESOP 2023;

RESOLVED FURTHER THAT the Board/NRC be and is hereby also authorized at any time to modify, change, vary, amend, suspend or terminate ESOP 2023 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, amendment, suspension or termination of ESOP 2023 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the Applicable Laws and further subject to consent of the members of the Company by way of special resolution to the extent required under the SEBI SBEB & SE Regulations, and to do all such acts, deeds, matters and things as it may deem fit, necessary or desirable, at its absolute discretion, including for obtaining approvals, statutory, contractual or otherwise for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such applications, documents, writings that may be required and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Act, the SEBI SBEB & SE Regulations, the Memorandum of Association and the Articles of Association of the Company and any other Applicable Laws in force."

Registered office:

TP No.4, RS No.11 Paiki, 12-13 B, Paiki
 Plot C 1st Floor of 11, 12 Suryapur Mill
 Compound, Varachha Road, Surat-
 395006, Gujarat, India

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

Date: June 21, 2023

Place: Surat

Satishkumar Maniya
Chairman and Managing Director
DIN 02529191

Important Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto.
2. 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 Tuesday, July 18, 2023 at 05:00 P.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. 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 II on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this Annual General Meeting ("AGM") is also annexed.
4. 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.
5. 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 or to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csanandlavingia@gmail.com with copies marked to the Company at compliance@shishindustries.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
6. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will not be closed and the 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. Thursday, July 13, 2023, will be entitled to vote at the AGM.
8. The route map showing directions to reach the venue of the AGM is provided at the end of this Notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and 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 AGM.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name, demat account number/ folio number, email id, mobile number at compliance@shishindustries.com on or before July 10, 2023 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. 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.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.
13. 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.
14. 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").
15. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at www.shishindustries.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com. The Company proposes to send documents, such as the Notice of the Annual General Meeting and Annual Report etc. henceforth to the Members in electronic form at the e-mail address provided by them and made available to the Company by the Depositories from time to time. The un-audited half-yearly and quarterly Financial Results of the Company are uploaded on the website of the Company.
16. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
 - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@shishindustries.com.
 - (b) 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 compliance@shishindustries.com.
 - (c) Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - (d) 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.
 - (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("BSPL"), having its office at A-802, Samudra Complex, Near Klassic Gold Hotel, Off C.G Road, Navrangpura, Ahmedabad - 380 009, by following the due procedure.

17. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, BSPL to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
18. 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. Members can contact their DP in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.
19. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**
 1. 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), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means.
 2. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. 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. Thursday, July 13, 2023, shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 3. 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 poll paper. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, July 13, 2023.
 4. The facility for voting through polling paper shall be made available at the AGM and the Members attending the AGM and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Thursday, July 13, 2023 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
 5. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, July 13, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through poll paper on the date of the AGM.
 6. The remote e-voting will commence on 09:00 a.m. on Monday, July 17, 2023 and will end on 05:00 P.M. on Wednesday, July 19, 2023. During this period, the members of the Company holding shares as on the Cut-off date i.e. Thursday, July 13, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
 7. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 8. The Board of Directors has appointed Mr. Anand Lavingia, Practicing Company Secretary (Membership No. ACS 26458 COP 11410) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
 9. 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 polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 10. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM 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 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.
 11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.shishindustries.com and on the website of NSDL 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.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins 9:00 A.M. on Monday, July 17, 2023 and will end on 5:00 P.M. on Wednesday, July 19, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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 and joining virtual meeting 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.	- 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 or joining virtual meeting & voting during the meeting. - 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 or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - 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.

How to cast your vote electronically?

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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanandlavingia@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 at evoting@nsdl.co.in.

CONTACT DETAILS

Company	SHISH INDUSTRIES LIMITED TP No. 4, RS No. 11 Paiki, 12-13 B, Paiki Plot C 1st Floor of 11, 12, Suryapur Mill Compound, Varachha Road, Surat-395006, Gujarat Tel No.: +91 261 255 0587; Email: compliance@shishindustries.com ; Web: www.shishindustries.com
Registrar and Transfer Agent	BIGSHARE SERVICES PRIVATE LIMITED A-802, Samudra Complex, Near Klassic Gold Hotel, Off C.G Road, Navrangpura, Ahmedabad – 380 009 Tel No.: +91-79-4002 4135; Email: bssahd@bigshareonline.com ; Web: www.bigshareonline.com
E-Voting Agency & VC/OAVM	Email: evoting@nsdl.co.in NSDL help desk 1800 1020 990 and 1800 22 44 30
Scrutinizer	Mr. Anand S Lavingia Email: csanandlavingia@gmail.com ; Tel No.: +91 79 3578 9144

EXPLANATORY STATEMENT

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

Item No. 3

To increase the Authorized Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association: SPECIAL RESOLUTIONS

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rupees 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15000000 (One Crore Fifty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each to Rupees 40,00,00,000/- (Rupees Forty Crores Only) divided into 40000000 (Four Crore) Equity Shares of Rupees 10/- (Rupees Ten Only), by way of creation of an additional 25000000 (Two Crore Fifty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten only) each, ranking pari passu in all respect with existing equity shares of the company, aggregating to Rupees 25,00,00,000/- (Rupees Twenty Five Crores only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.shishindustries.com for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

Item No. 4

To consider and approve the issuance of Bonus Equity Shares: SPECIAL RESOLUTIONS

With a view to capitalize the Securities Premium account and / or Free Reserve, to rationalize the capital structure and create more liquidity in the shares of the Company, the Board of Directors in its meeting held on Wednesday, June 21, 2023 has proposed to issue bonus equity shares in the ratio of 2:1 (i.e. Two bonus equity share of Rupees 10/- for every One fully paid up equity shares of Rupees 10/- each held) to the shareholders as on the record date as may be decided by the Board of Directors.

This bonus allotment will rationalize the paid-up capital of the company with the funds employed in the company.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as determined by the Board of Directors of the Company. The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

The existing issued, subscribed and Paid-Up Share Capital of the Company shall be increased due to capitalization of Rupees 22,79,42,660/- (Rupees Twenty-Two Crore Seventy-Nine Lakhs Forty-Two Thousand Six Hundred and Sixty only) standing to the credit of either the Securities Premium Account and / or Surplus Account of the Company.

The Paid-Up Equity Share Capital after Bonus Issue will be 34,19,13,990/- (Rupees Thirty-Four Crore Nineteen Lakh Thirteen Thousand Nine Hundred and Ninety only) consisting of 34191399 (Three Crore Forty-One Lakh Ninety-One Thousand Three Hundred and Ninety-Nine only) Equity shares of Rupees 10/- (Rupees Ten Only) each.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing Special Resolutions.

The Board recommends the matter and the resolution for the approval of the Members by way of passing Special Resolutions.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

Item No. 5

To approve "Shish Industries Limited - Employee Stock Option Plan 2023" ("ESOP 2023"): SPECIAL RESOLUTIONS

Item No. 6

Grant of Employee Stock Options to the Eligible Employees of Group Companies, including Subsidiary, Associate Company(ies) of the Company under "Shish Industries Limited - Employee Stock Option Plan 2023" ("ESOP 2023"): SPECIAL RESOLUTIONS

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. The Company believes that equity-based compensation plans are effective tools to attract, reward key talents working at critical positions and retain such talent exclusively working for the Company's growth.

With a view to;

- (a) Motivation to attain performance targets provided to the employees of the Company, group company including subsidiary or its associate company, in India or outside India, of the company;
- (b) To offer an opportunity of sharing the wealth created with the employees of the Company, group company including subsidiary or its associate company, in India or outside India, of the company who have contributed to the creation of wealth of Shareholders of the Company;
- (c) Aligning the objective of the individual employee of the Company, group company including subsidiary or its associate company, in India or outside India, of the company with the Company's Shareholders' interest and Company's philosophy;

- (d) Attract and retain talented employees within the Company, group company including subsidiary or its associate company, in India or outside India, of the company by rewarding their performance and motivating them to contribute to the overall corporate growth and profitability;
- (e) Enable the eligible employees to share the value they create for the Company, in the years to come; and
- (f) Bring a sense of loyalty within the employees of the Company, Group Company including subsidiary or its associate company, in India or outside India, of the company.

The Company proposes to implement an employee stock option plan namely “Shish Industries Limited - Employee Stock Option Plan 2023” (“ESOP 2023”) contemplating grant of employee stock options (“Options”) to a select band of employees, of the Company, and its group companies, including its subsidiary companies and associate companies, who are in the critical roles or possessing niche talent.

Accordingly, the Nomination and Remuneration Committee of the Directors (“Committee”) and the Board of Directors of the Company (“Board”) at their respective meetings held on June 21, 2023 have approved the introduction of the Plan, subject to Members’ approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 (“Act”) and rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), the salient features and other details of the Plan are given as under:

(a) Brief Description of the Plan:

- (i) The Company views Options as long-term incentive instruments to enable the eligible employees working at critical positions and retain such talent exclusively working for the Company’s growth. The main objectives of the Plan are:
 - (a) Motivation to attain performance targets provided to the employees of the Company, group company including subsidiary or its associate company, in India or outside India, of the company;
 - (b) To offer an opportunity of sharing the wealth created with the employees of the Company, group company including subsidiary or its associate company, in India or outside India, of the company who have contributed to the creation of wealth of Shareholders of the Company;
 - (c) Aligning the objective of the individual employee of the Company, group company including subsidiary or its associate company, in India or outside India, of the company with the Company’s Shareholders’ interest and Company’s philosophy;
 - (d) Attract and retain talented employees within the Company, group company including subsidiary or its associate company, in India or outside India, of the company by rewarding their performance and motivating them to contribute to the overall corporate growth and profitability;
 - (e) Enable the eligible employees to share the value they create for the Company, in the years to come; and
 - (f) Bring a sense of loyalty within the employees of the Company, Group Company including subsidiary or its associate company, in India or outside India, of the company.
- (ii) The Plan contemplates grant of Options to the eligible employees (including Directors) as defined in the Plan as may be determined in due compliance with the SEBI SBEB & SE Regulations and provisions of the Plan.
- (iii) After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.
- (iv) The Nomination and Remuneration Committee (“Committee”) shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

(b) Total number of Options to be granted:

- (i) The total number of Options to be granted under the Plan shall not exceed 569857 (Five Lakhs Sixty-Nine Thousand Eight Hundred Fifty-Seven Only) as on the date of the adoption of the Plan. Each Option when exercised shall entitle the option holder(s) to 1 (one) equity share of face value of Rupees 10/- (Rupee Ten only) each fully paid-up, at an issue price of Rupees 381/- (Rupees Three Hundred Eighty-One) per equity share including premium of Rupees 371/- (Rupees Three Hundred Seventy-One) per equity share.
- (ii) Further, the SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options. In this regard, the Committee shall adjust the number and price of the Options in such a manner that the total value of the Options under the Plan remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the option holders for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options issued in accordance with applicable laws.

(c) Identification of classes of employees entitled to participate and be beneficiaries in the Plan:

Subject to determination or selection by the Committee, following classes of employees/ Directors are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
 - (ii) a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an Independent Director; or
 - (iii) an employee as defined in clause (i) or (ii) of a group company including subsidiary company or its associate company, in India or outside India.
- but does not include –
- (a) an employee who is a promoter or belongs to the promoter group;
 - (b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% (ten percent) of the outstanding equity shares of the Company.

(d) Requirements of Vesting and period of Vesting:

- (i) Vesting Period shall commence from the Grant Date subject to minimum of 1 (One) year from the Grant Date and a maximum of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

Provided that in the event of death or Permanent Disability of an Options Holder(s), the minimum Vesting Period of 1 (one) year shall not be applicable and in such instances, the all Options shall vest in terms of SEBI (SBEB & SE) Regulations, on the date of the death or Permanent Disability.

- (ii) Vesting of Options can vary from Options Holder(s) to Options Holder(s) as per the discretion of the Committee whose decision shall be final and binding.
- (iii) The vesting schedule will be clearly defined in their Grant Letter of respective Options Holder(s) subject to minimum and maximum Vesting Period as specified in (i) above.

However, the Vesting schedule shall be as follows until and unless changed by the Committee:

Vesting Stage	Time Period	% of Options to be vested
Stage 1	At the end of 1st year from the grant date	10% of the Options Granted
Stage 2	At the end of 2nd year from the grant date	15% of the Options Granted
Stage 3	At the end of 3rd year from the grant date	20% of the Options Granted
Stage 4	At the end of 4th year from the grant date	25% of the Options Granted
Stage 5	At the end of 5th year from the grant date	30% of the Options Granted

- (iv) As a pre-requisite of vesting, the Options Holder(s) is required to be in employment or service of the Company on the date of vesting and must neither be serving the notice of termination of employment / service, nor be subject to any disciplinary proceedings pending against the Options Holder(s) on such date of vesting. In case of any disciplinary proceedings against any Options Holder(s), the Committee can keep the relevant vesting in abeyance until disposal of the proceedings and such Vesting shall be determined accordingly. Apart from that, the Nomination and Remuneration Committee may also specify certain performance parameters, detailed terms and conditions relating to such performance based vesting, the proportion in which the options granted would vest and / or lock in period subject to which the Options would vest.
- (v) The Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of 1 (One) Year between the Grant and first Vesting.
- (vi) Further any fraction entitlement, to which the Options Holder(s) would become entitled to upon Vesting of Options (other than the last tranche of vesting), then the Options to be actually vested be rounded off to the nearest lower integer. Accordingly, in the last vesting, the number of the Options to be vested shall include the Options which was not earlier vested due to fraction adjustment.
- (vii) The Vesting of Options shall be communicated to the eligible Options Holder(s) in writing through vesting letter.
- (viii) The Options Holder(s) is not required to pay any amount at the time of Vesting of Options.

(e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of 5 (five) years from the date of grant.

(f) Exercise price or pricing formula:

Each option shall be exchangeable into 1 (One) fully paid-up Equity Share of Face Value Rupees 10/- (Rupee Ten only) each of the Company. The exercise price per equity shall be Rupees 381/- (Rupees Three Hundred Eighty One) including premium of Rupees 371/- (Rupees Three Hundred Seventy One).

(g) Exercise period and the process of exercise/ acceptance of offer:

Exercise period:

- (i) An Option Holder(s) may Exercise a Vested Option(s) only during the Exercise Period by applying to the Company by sending an Exercise Application along with the payment of the Exercise Price in the manner determined by the Administrator.
- (ii) After Vesting, Options can be exercised either wholly or partly, during the exercise window, within the overall exercise period as per following schedule after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any.

Vesting Stage	Time Period for Exercising the Options
Stage 1	On or before expiry of two years and six months from the date of Vesting
Stage 2	On or before expiry of two years and six months from the date of Vesting
Stage 3	On or before expiry of two years and six months from the date of Vesting
Stage 4	On or before expiry of one year and six months from the date of Vesting
Stage 5	On or before expiry of six months from the date of Vesting

Process of Exercise:

The method and time frame within which such consideration must be paid by the Option Holder(s) shall be set forth in the Grant Letter issued to such Eligible Employee(s).

Provided that, the Administrator may, at its sole discretion, modify such method or time frame on a case to case basis. The Exercise Price in respect of the Option(s) shall be paid in full upon the Exercise of the Vested Option(s). Payment must be made by one of the following methods:

- (a) Cheque or demand draft issued in the name of the Company as the Administrator may specify;
- (b) Remittance directly from the Eligible Employee(s)'s bank to the bank account of the Company (wire transfer) as the Administrator may specify; or
- (c) Any combination of such methods of payment or any other method acceptable to the Administrator at its sole discretion.

(h) The appraisal process for determining the eligibility of employees under the Plan:

Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters, grade, criticality, skills, potential contribution and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

(i) Maximum number of Options to be issued per employee and in aggregate, if any:

The maximum number of Stock Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of the Stock Options or such limit as prescribed under regulation 6(3)(d) of the SEBI (SBEB) Regulations applicable for the in being in force. The Committee may decide to grant Stock Options exceeding the above limits, subject to the separate approval of the shareholders in a general meeting. The Committee shall determine the quantum of stock options to be granted under the plan per option holder and in aggregate subject to the ceiling under the plan. The total number of Stock Options to be granted shall not exceed 569857 (Five Lakhs Sixty Nine Thousand Eight hundred Fifty Seven Only) Stock Options convertible into 569857 (Five Lakhs Sixty Nine Thousand Eight hundred Fifty Seven Only) Equity Shares of Rupees 10/- each.

(j) Maximum quantum of benefits to be provided per employee under the Plan:

The Maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the shares as on the exercise date.

(k) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The Plan shall be implemented and administered directly by the Company.

(l) Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Plan contemplates issue of new equity shares by the Company in accordance with the SEBI SBEB & SE Regulations and other applicable laws.

(m) The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the Plan.

(n) Maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB & SE Regulations) that can be made by the trust for the purposes of the Plan:

This is currently not contemplated under the Plan.

(o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations:

Clause 16 of the Plan states that the Company shall follow the requirements including the disclosure requirements of the accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act, or any other appropriate authority, from time to time, including any guidance note on the Accounting for employee share-based payment issued in that regard from time to time and the disclosure requirement prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI (SBEB and SE) Regulations.

(p) The method which the Company shall use to value its Options:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method or Fair Value Method as per applicable Accounting Standards and other regulatory provisions for valuation of Stock Based Instruments granted.

(q) Declaration:

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

(r) Period of lock-in:

Administrator ("Board or the Nomination and Remuneration Committee or such other committee as constituted by the Board to whom the authority to perform functions for the purpose of this ESOP 2023 has been delegated by the Board, as the case may be"), at its sole discretion, may provide for lock-in of Equity Shares allotted under the ESOP - 2023, for a period not exceeding three years from the date of allotment.

Provided that in the event of death or permanent incapacity of an employee, the requirement of lock-in shall not be applicable from the date of death or permanent incapacity.

Provided further that the determination of 'Permanent Disability' shall be supported by a medical certificate issued by a recognized and reputable medical practitioner identified by the Administrator ("Board or the Nomination and Remuneration Committee or such other committee as constituted by the Board to whom the authority to perform functions for the purpose of this ESOP 2023 has been delegated by the Board, as the case may be"). The determination of 'Permanent Disability' by the Administrator shall be final and binding on the Option Holder(s).

- (s) **Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the SEBI SBEB & SE Regulations:**
 Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of the specified securities/ Options issued under the SEBI SBEB & SE Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:
- (i) permissible sources of financing for buy-back of such Vested Option(s);
 - (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
 - (iii) limits upon quantum of Options that the Company may buy-back in a financial year.
- Explanation – ‘specified securities’ mean as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- (t) **Listing of shares:**
 Subject to the approval of the stock exchanges, the relevant equity shares on exercise of the options shall be listed on the stock exchange(s) on which the securities of the Company are listed.
- (u) **Certificate from secretarial auditors:**
 The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the Company that the Scheme has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.
- (v) **Conditions Under Which Option Vested in Employees May Lapse:**
 The conditions, circumstances under which options vested in an employee may lapse including termination from employment for misconduct or other reasons shall be decided by the Nomination and Remuneration Committee, more particularly elaborated under the ESOP – 2023.
- (w) **The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:**
- (i) **Resignation or termination (other than on account of Cause)**
 In the event an Option Holder(s) ceases to be an Employee, by reason of resignation or termination (other than on account of Cause), the Unvested Option(s) held by the Option Holder(s) shall lapse forthwith, without any obligations whatsoever on the Company or the Administrator.
 All the Vested Options as on the date of submission of resignation may be exercised by the Option Holder(s) on or before last working day.
 - (ii) **Termination for Cause**
 In the event an Option Holder(s) ceases to be an Employee by reason of termination of employment of the Employee for a Cause or in such situation where there is some dispute going on in any court and/or tribunal for termination for Cause, then all Option(s) (Vested Option(s) and Unvested Option(s)) shall lapse immediately on the date of termination of employment of such Employee.
 - (iii) **Death**
 - **In case of Vested Options:**
 - (a) **Where a Nominee has been nominated:**
 All Vested Options may be exercised by the deceased Options Holder’s nominee on submission of Nomination Proof, within the Exercise Period from the date of death.
 - (b) **Where a Nominee has not been nominated:**
 All Vested Options may be exercised by the deceased Options Holder’s legal heir(s)/successor(s) on submission of Proof of Succession, within the Exercise Period or 1 year from the date of Succession Proof whichever is later.
 - **In case of Unvested Options:**
 - (a) **Where a Nominee has been nominated:**
 All the unvested options shall vest with Options Holder’s nominee immediately and may be exercised by the deceased Options Holder’s nominee on submission of Nomination Proof, within the Exercise Period from the date of death.
 - (b) **Where a Nominee has not been nominated:**
 All the unvested options shall vest with Options Holder’s legal heir immediately and may be exercised by the deceased Options Holder’s legal heir(s)/ successor(s), within the Exercise Period or 1 year from the date of Succession Proof whichever is later.
 - (ii) **Permanent Disability**
 For the purpose of this scheme, the determination of ‘Permanent Disability’ shall be supported by a medical certificate issued by a recognized and reputable medical practitioner identified by the Administrator. The determination of ‘Permanent Disability’ by the Administrator shall be final and binding on the Option Holder(s).
 - **In case of Vested Options:**
 All Vested Options may be exercised by the Option Holder or, if the Option Holder is himself, unable to exercise due to such incapacity, the nominee or legal heir within the Exercise Period or 1 year from the date of such incapacity whichever is later.
 - **In case of Unvested Options:**
 All the unvested options shall vest with Option Holder immediately and can be exercised by the Option Holder or, if the Option Holder is himself unable to exercise due to such incapacity, the nominee or legal heir within the Exercise Period or 1 year from the date of such incapacity whichever is later.

(iii) Retirement

In the event of the Retirement of an Option Holder(s) from the employment of the Company at the instance of or with the consent of the Company, then such Option Holder(s) shall continue to hold all Vested Option(s) and can Exercise them any time within the Exercise Period from the date of Retirement. All Unvested Option(s) shall vest as per the Vesting Schedule. All such Option(s) can be exercised within the Exercise Period.

(iv) Other Separation

The Nomination and Remuneration Committee shall decide whether the Vested Options as on that date can be exercised by the Option Holder(s) or not, and such decision shall be final.

All Unvested Options on the date of separation shall stand cancelled with effect from that date.

(x) Other Terms:

The Nomination and Remuneration Committee shall have a right to amend, alter or terminate the ESOP - 2023 ("Variation") at any time, in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 or regulations that may be issued by any appropriate authority from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Holders.

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations.

A draft copy of the Plan is available for inspection by the Members of the Company electronically during the working hours on all working days till the date of 6th Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 and 6 of this Notice, except to the extent of their shareholding as shareholders.

The Directors, Key Managerial Personnel or their relatives may be deemed to be concerned or interested in these resolutions to the extent of Options that may be granted to them and to the extent of their shareholding as shareholders, if any.

The Board recommends the Special Resolutions set out at Item Nos. 5 and 6 of this Notice for approval by the members.

Registered office:

TP No.4, RS No.11 Paiki, 12-13 B, Paiki
Plot C 1st Floor of 11, 12 Suryapur Mill
Compound, Varachha Road, Surat-
395006, Gujarat, India

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

Date: June 21, 2023

Place: Surat

Satishkumar Maniya
Chairman and Managing Director
DIN 02529191

DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-II ISSUED BY ICSI FOR ITEM NO. 2:

Name	Mr. Rameshbhai Virjibhai Kakadiya
Date of Birth	May 18, 1982
Qualification	Bachelor of Pharmacy
Experience - Expertise in specific functional areas - Job profile and suitability	Mr. Rameshbhai Kakadiya has more than 11 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.
No. of Shares held as on March 31, 2023	37,38,800 Equity Shares
Terms & Conditions	There is no change or modifications in the Terms and Conditions.
Remuneration Last Drawn	Rupees 18.00 Lakhs
Remuneration sought to be paid	There is no change or modifications in the Terms and Conditions.
Number of Board Meetings attended during the Financial Year 2022-23	10 out of 10
Date of Original Appointment	May 11, 2017
Date of Appointment in current terms	April 1, 2022
Directorships held in public companies including deemed public companies	Shish Industries Limited; Shish Polylam Private Limited; Shish Global Solutions Private Limited
Memberships / Chairmanships of committees of public companies*	Nil
Inter-se Relationship with other Directors.	Nil

* Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

Registered office:

TP No.4, RS No.11 Paiki, 12-13 B, Paiki
Plot C 1st Floor of 11, 12 Suryapur Mill
Compound, Varachha Road, Surat-
395006, Gujarat, India

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

Date: June 21, 2023
Place: Surat

Satishkumar Maniya
Chairman and Managing Director
DIN 02529191

SHISH INDUSTRIES LIMITED
CIN: L25209GJ2017PLC097273

Regd. Off: TP No. 4, RS No. 11 Paiki, 12-13 B, Paiki Plot C, 1st Floor of 11, 12, Suryapur Mill Compound, Varachha Road, Surat - 395 006

Phone No.: +91 99251 70407; **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 6th Annual General Meeting of Shish Industries Limited held on Thursday, July 20, 2023 at 05:00 P.M. at Park Inn by Radisson, Beside Sumerru Business Corner, Lane of Rajhans Theatre, Pal, Surat, 395009, Gujarat, India.

Member's/Proxy's Name in Block Letters
Member's/Proxy's Signature

Note: 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) ofshares of the Shish Industries Limited, 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 6th Annual General Meeting of Shish Industries Limited to be held on Thursday, July 20, 2023 at 05:00 P.M. at Park Inn by Radisson, Beside Sumerru Business Corner, Lane of Rajhans Theatre, Pal, Surat, 395009, Gujarat, India and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
Ordinary businesses				
1.	Adoption of Standalone and Consolidated Financial Statement of the year ended on March 31, 2023.			
2.	To appoint a Director in place of Mr. Rameshbhai Virjibhai Kakadiya (DIN 07740518), who retires by rotation and being eligible, seeks re-appointment.			
Special businesses				
3.	To increase the Authorized Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association.			
4.	To consider and approve the issuance of Bonus Equity Shares.			
5.	To approve “Shish Industries Limited - Employee Stock Option Plan 2023” (“ESOP 2023”).			
6.	Grant of Employee Stock Options to the Eligible Employees of Group Companies, including Subsidiary, Associate Company(ies) of the Company under “Shish Industries Limited - Employee Stock Option Plan 2023” (“ESOP 2023”).			

Signed this.....day of.....2023

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of not
less than
INR 1

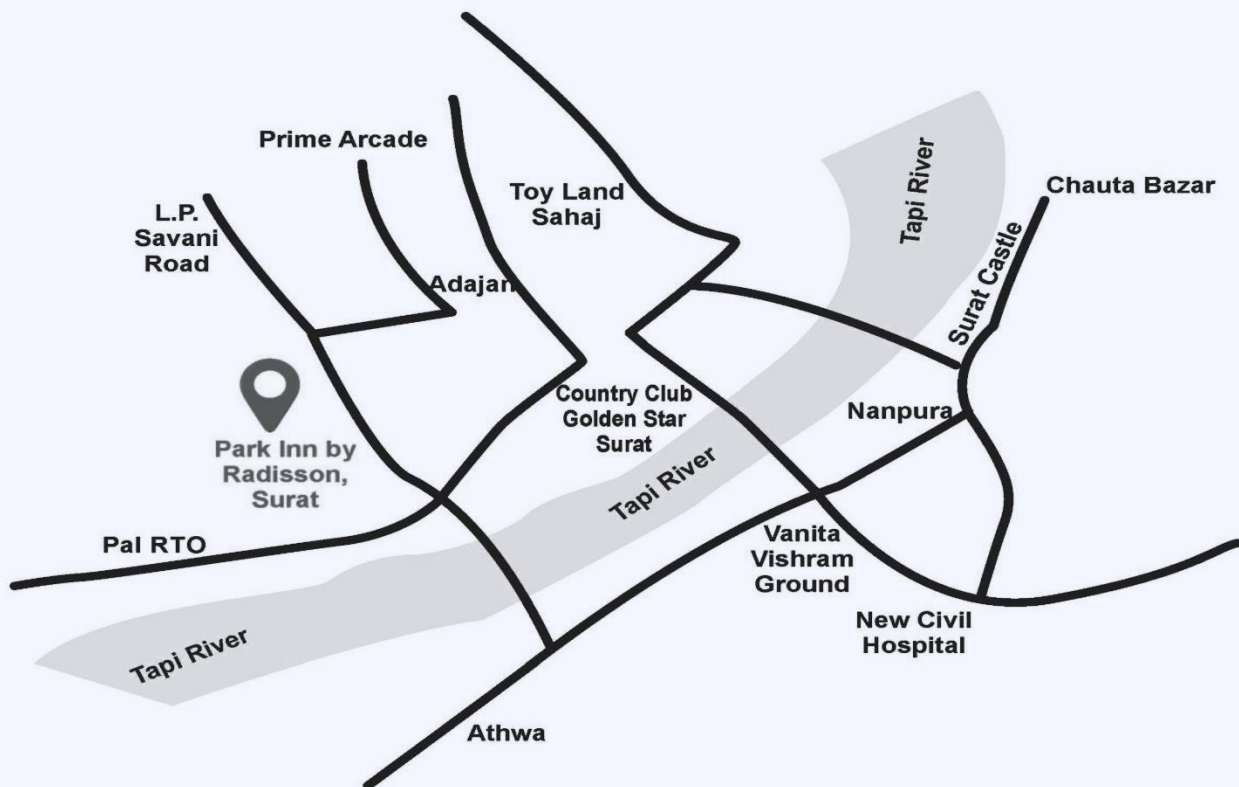
Note:

- 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 July 18, 2023 at 05:00 P.M.).

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING

SHISH INDUSTRIES LIMITED

CIN - L25209GJ2017PLC097273



6th Annual General Meeting

Date: Thursday, July 20, 2023

Time: 05.00 P.M.

Venue: Park Inn by Radisson,
Beside Sumerru Business Corner,
Lane of Rajhans Theatre, Pal,
Surat, 395009, Gujarat, India