

# SHAMROCK INDUSTRIAL COMPANY LTD.

CIN : L24239MH1991PLCO62298

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

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

**Date:** December 11,2025

To,

**BSE Limited**

Corporate Relationship

Dept, 1st Floor, New

Trading Ring, Rotunda

Building, P. J. Towers,

Dalal Street, Fort, Mumbai - 400 001

**BSE Scrip Code: 531240 Scrip Name: SHAMROIN**

**Subject: Outcome of Meeting of Board of Directors held on Thursday, December 11, 2025.**

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI LODR Regulation"), this is to inform that the meeting of the Board of Directors of the Company was held today December 11, 2025, Wednesday at the Registered Office of the Company at 83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai - 400018 at 3:00 P.M. and concluded around at 5:00 P.M.

The Board discussed, considered and approved the following matters:

**1. Appointment of M/s. Motilal & Associates LLP, Chartered Accountants (FRN: 106584W/W100751), as Statutory Auditor of the Company.**

The Board of Directors approved the appointment of M/s. Motilal & Associates LLP Chartered Accountants (FRN: 106584W/W100751) on the recommendation of the Audit Committee as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s Devpura Navlakha & Co. Chartered Accountants, to hold office till the conclusion of the Next Annual General Meeting of the Company, , subject to approval of shareholders of the company pursuant to provisions of Section 139(8) of Companies Act, 2013 within three months from the date of appointment. The said appointment is pursuant to applicable provisions of the Companies Act 2013 and the SEBI Listing Regulations, 2015.

Details with respect to change in Auditors of the Company as required under Regulation 30 and Schedule III of the SEBI LODR Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024 and SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, are annexed herewith as Annexure-1.

**2. Considered and approved the Incorporation of Wholly owned Subsidiary of the Company.**

Proposal for incorporation of Wholly owned Subsidiary Company in India to undertake the businesses of i) developing renewable and conventional power projects, ii) establishing data-center facilities, iii) procuring and operating specialized computing servers and application specific integrated circuits iv) offering infrastructure-as-a-service to enterprise customers v) to be an independent power producer and vi) buying, holding, transferring and dealing in Bitcoin.

The details required under Regulation 30 of the SEBI LODR Regulations, read with SEBI Master

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Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024 SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, with respect to the above incorporation of a Wholly owned Subsidiary is given in Annexure enclosed herewith as Annexure-2.

Kindly acknowledge the Receipt.

Thanking You  
Yours Faithfully,

For Shamrock Industrial Company  
Limited

**Rahul Manoj Rajani**  
**Additional Executive Director**  
**DIN: 10937591**

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## Annexure 1

Information as required under Regulation 30 and Schedule III of the SEBI LODR Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024:

### Appointment of Statutory Auditor

Particulars	Details
Name of the Auditor	M/s. Motilal & Associates LLP, Chartered Accountants (FRN: 106584W/W100751)
Reason for Change viz. appointment, resignation, removal, death or otherwise	Appointment of M/s. Motilal & Associates LLP, Chartered Accountants (FRN: 106584W/W100751) as a statutory auditor of the company to fill the casual vacancy caused due to resignation of M/s. Devpura Navlakha & Co.
Date of appointment/ <del>re-appointment/cessation</del> (as applicable)	December 11, 2025
Terms of appointment	To hold office till conclusion of next annual general meeting of the company, subject to approval of shareholders of the company.
Brief Profile	Motilal & Associates LLP is a multi-disciplinary chartered accountancy firm. It was established in the year 1985 and its headquarters are in Mumbai. The firm has expertise in Audit and Assurance, Direct and Indirect Taxation, Business Advisory, Risk Advisory, Management Accounting, IFRS Advisory, Due Diligence and Company Law related matters.
Disclosure of relationship Between Directors (in case of appointment of a director)	Not Applicable

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## Annexure 2

Information as required under Regulation 30 and Schedule III of the SEBI LODR Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024

### Incorporation of subsidiary

Sr. No.	Particulars	Description
1.	Name of the target entity, details in brief such as size, turnover etc	<p><b>Name:</b> HODL Energy Private Limited or such other name as may be approved by the Regulatory authority. *</p> <p><b>Turnover in INR Lakhs:</b> FY 2023 - NA FY 2024 - NA FY 2025- NA</p> <p><b>Country of incorporation:</b> The registered office of the proposed company will be situated in Mumbai, Maharashtra, India</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length"	<p>The proposed company will be wholly owned subsidiary and related party of the company upon incorporation.</p> <p>Accordingly, the proposed incorporation would be considered as a related party transaction. The transaction will be undertaken at an 'arm's length' basis.</p> <p>Yes, the promoter/ promoter group/promoter companies will have interest in the company.</p>
3.	Industry to which the entity is investing	<p>The proposed subsidiary company will be engaged in the businesses i) developing renewable and conventional power projects, ii) establishing data-center facilities, iii) procuring and operating specialized computing servers and application specific integrated circuits iv) offering infrastructure-as-a-service to enterprise customers v) to be an independent power producer and vi) buying, holding, transferring and dealing in Bitcoin.</p>
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>Expansion and diversification of Business.</p>

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5.	Brief details of any governmental or regulatory approvals required for the acquisition	Subject to compliance with regulatory requirements.
6.	Indicative time period for completion of the acquisition	By August 30, 2026
7.	Nature of consideration- whether cash consideration or share swap and details of the same	Monetary
8.	Cost of acquisition or the price at which the shares are acquired	Rs. 100,000 divided into 10,000 equity shares of Rs. 10 each.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	100%
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<b>Nature of business:</b>  The proposed subsidiary company will be engaged in the businesses i) developing renewable and conventional power projects, ii) establishing data-center facilities, iii) procuring and operating specialized computing servers and application specific integrated circuits iv) offering infrastructure-as-a-service to enterprise customers v) to be an independent power producer and vi) buying, holding, transferring and dealing in Bitcoin.  <b>Date of Incorporation:</b> NA*  <b>History of the last 3 (three) years turnover:</b> NA  <b>Country in which the acquired entity has presence:</b> NA

*\* Details of the same will be submitted to the stock exchange upon occurrence of event (i.e. upon receipt of Certificate of Incorporation)*

Yours Faithfully,

For Shamrock Industrial Company  
Limited

**Rahul Manoj Rajani**  
**Additional Executive Director**  
**DIN: 10937591**