SHAYONA®
Engineering Ltd. | Pipe & Fittings

Specialist in Turnkey Project Machinery, Die - Moulds, Indl. Structure Fabrication Works, Manufacturer of PVC - HDPE Pipes and Fittings

Corporate Office & Work Unit 1: 113/1 GIDC Makarpura, Vadodara - 390010

Work Unit 2: Survey No. 488, Near Uline Pack LLP & R R Palstic, Por - Kayavarohan Road, Menpura - 391243

Email: shayonaengg@yahoo.com | info@shayonaengg.com

CIN: L2930GJ2017PLC095794 GST: 24AAYCS1309M1ZV

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of SHAYONA ENGINEERING LIMITED ("the Company") will be held on Saturday, 05th December, 2026 at 9:30 a.m. at the Registered Office of the Company at 113/1, GIDC, Makarpura, M.I. Estate, Vadodara-390010, Gujarat, India, to transact the following business:

SPECIAL BUSINESS

Item No. 1 – Approval of appointment of M/s. V. J. Amin & Co., Chartered Accountants as Statutory Auditor to fill casual vacancy arising due to resignation.

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 139(8)(i), Section 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and on the recommendation of the Audit Committee, the appointment of **M/s. V. J. Amin & Co., Chartered Accountants (Firm Registration No. 100335W)**, made by the Board of Directors at its meeting held on November 06, 2026, to fill the casual vacancy caused by the resignation of **M/s. O. P. Rathi & Co., Chartered Accountants (Firm Registration No. 108718W), with effect from November 05, 2026,** be and is hereby approved by the Members of the Company.

RESOLVED FURTHER THAT M/s. V. J. Amin & Co., Chartered Accountants, shall hold office as Statutory Auditors of the Company from the date of their appointment by the Board of Directors, i.e., November 06, 2026, until the conclusion of the next Annual General Meeting of the Company, on such remuneration and terms as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary & Compliance Officer be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies and intimations to the Stock Exchange, and to execute all such documents, papers and writings as may be required in this regard.**"**

By Order of the Board of Directors
For Shayona Engineering Limited

Sd/-
Bhumi Mehta
Company Secretary & Compliance Officer
ACS: A55215

Place: Vadodara
Date: November 06, 2026

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NOTES

1. A Member entitled to attend and vote at the Extraordinary General Meeting ("EGM" or "Meeting") is entitled to appoint a proxy to attend and vote on a poll on the Member's behalf, and the proxy need not be a Member of the Company. Pursuant to Section 105 of the Companies Act, 2013 ("Act"), a person may act as proxy for not more than fifty Members holding, in the aggregate, not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as proxy for any other Member.

2. The instrument appointing a proxy, in order to be effective, must be duly completed, stamped and signed and must be received at the Registered Office of the Company not less than forty-eight hours before the commencement of the EGM. Accordingly, the duly completed Proxy Form in Form MGT-11 annexed to this Notice should be deposited at the Registered Office on or before **09:30 a.m. on Thursday, December 03, 2026**. During the period beginning twenty-four hours before the time fixed for commencement of the Meeting and ending with the conclusion of the Meeting, a Member entitled to vote at the Meeting may inspect the proxies lodged with the Company, provided that not less than three days' written notice of the intention to inspect is given to the Company.

3. Corporate and institutional Members intending to authorise a representative to attend and vote at the Meeting pursuant to Section 113 of the Act are requested to send a certified copy of the relevant Board Resolution / authority letter, together with the specimen signature of the authorised representative, to the Company at compliance@shayonaengg.com and to the Scrutinizer at info@mbuha.com, before commencement of the Meeting. Where such authority is required for remote e-voting, Members shall additionally follow the procedure prescribed by National Securities Depository Limited ("NSDL").

4. Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip and a valid proof of identity to the Meeting. In the case of joint holders attending the Meeting, only the Member whose name appears first in the order of names in the Register of Members / records of the Depositories shall be entitled to vote.

5. The EGM will be held physically on Saturday, 05th December, 2026 at 09:30 a.m. at the Registered Office of the Company at 113/1, GIDC, Makarpura, M.I. Estate, Vadodara-390010, Gujarat, India. No facility for participation through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") is being provided. The Route Map showing the venue of the EGM, together with a prominent landmark, is annexed to this Notice in accordance with Secretarial Standard-2 on General Meetings ("SS-2").

6. The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts in respect of the Special Business contained in this Notice, is annexed hereto and forms an integral part of this Notice. The relevant particulars and disclosures relating

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to the proposed appointment of M/s. V. J. Amin & Co., Chartered Accountants, as Statutory Auditors of the Company, including the details required under applicable provisions of the Act and rules made thereunder, are set out in the accompanying Explanatory Statement.

7. In accordance with Section 101 of the Act read with the applicable Rules, including Rule 20 of the Companies (Management and Administration) Rules, 2014, the Notice of the EGM is being sent electronically to Members whose e-mail addresses are registered with the Company, its Registrar and Share Transfer Agent ("RTA") or the Depositories. Members whose e-mail addresses are not registered shall be sent the Notice through a mode permitted under the Act and the Rules. A physical copy of the Notice will also be provided, without charge, to any Member who requests the same at compliance@shayonaengg.com. The Notice will be available on the Company's website at www.shayonaengg.com, on the website of BSE Limited at www.bseindia.com and on the e-voting website of NSDL at www.evoting.nsdl.com.

8. The RTA of the Company is KFin Technologies Limited. As the entire issued equity share capital of the Company is held in dematerialised form, Members should route requests relating to their demat holdings and changes in account particulars through their respective Depository Participant(s). The RTA may be contacted for investor-service assistance at the address set out below:

   KFin Technologies Limited
   Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032.

9. Members are requested to ensure that their PAN, postal address, e-mail address, mobile number, bank mandate, specimen signature and nomination / opt-out particulars are correctly updated in their demat accounts through their respective Depository Participant(s).

10. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SS-2, the Company is providing its Members with the facility to exercise their right to vote on the resolution proposed to be considered at the EGM by remote e-voting. For this purpose, the Company has engaged NSDL as the e-voting service provider.

11. The remote e-voting period shall commence on **Wednesday December 02, 2026 at 09:00 a.m. and end on Friday, December 04, 2026 at 05:00 p.m.** The remote e-voting module shall be disabled by NSDL thereafter. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the

12. Depositories as on **Saturday, November 28, 2026 (Cut-off Date)** shall alone be entitled to avail the facility of remote e-voting, as well as to vote at the EGM. A person who is

Corporate Office & Work Unit 1: 113/1 GIDC Makarpura, Vadodara - 390010
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not a Member as on the Cut-off Date should treat this Notice for information purposes only.

13. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.

14. Any person who acquires shares of the Company and becomes a Member after dispatch of this Notice, but holds shares as on the Cut-off Date, may obtain the User ID and password or otherwise access the remote e-voting facility by following the procedure prescribed in the NSDL e-voting instructions forming part of this Notice.

15. Members who have cast their vote through remote e-voting prior to the EGM may attend the Meeting but shall not be entitled to vote again on the same resolution. Members who have not cast their vote through remote e-voting and are present at the EGM will be provided an opportunity to vote at the Meeting through ballot / polling paper or such other legally permissible voting facility arranged at the venue. If a Member votes both through remote e-voting and at the Meeting, the vote cast through remote e-voting shall prevail and the vote cast at the Meeting shall be treated as invalid.

16. The detailed process and manner for remote e-voting, including the login process for individual Members holding securities in dematerialised form through NSDL or CDSL, non-individual Members, custodians and Members requiring assistance with User ID / password, shall be as provided by NSDL.

17. CS Mayur Buha, Proprietor of M. Buha & Co., Practising Company Secretaries (FCS 9000; COP 10487), has been appointed as the Scrutinizer to scrutinise the remote e-voting process and voting conducted at the EGM in a fair and transparent manner.

18. Immediately after conclusion of voting at the EGM, the Scrutinizer shall first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not employees of the Company, in accordance with applicable law. The Scrutinizer shall submit a consolidated report to the Chairperson or a person authorised by the Chairperson within the prescribed period.

19. The voting results, together with the consolidated Scrutinizer's Report, shall be declared within two working days of conclusion of the EGM and shall be placed on the website of the Company at www.shayonaengg.com and on the website of NSDL at www.evoting.nsdl.com, and submitted to BSE Limited in accordance with Regulation 44 of the SEBI Listing Regulations.

20. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the date of the EGM, i.e., Saturday, 05th December, 2026.

21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in

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Work Unit 2: Survey No. 488, Near Uline Pack LLP & R R Palstic, Por - Kayavarohan Road, Menpura - 391243
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CIN: L2930GJ2017PLC095794 GST: 24AAYCS1309M1ZV

which Directors are interested maintained under Section 189 of the Act, the resignation letter dated November 05, 2026 of M/s. O. P. Rathi & Co., the written consent and eligibility certificate dated November 06, 2026 furnished by M/s. V. J. Amin & Co., the relevant recommendations and decisions of the Audit Committee and the Board of Directors and all other documents referred to in the Notice and accompanying Explanatory Statement shall be available for inspection, without fee, at the Registered Office of the Company during normal business hours on working days up to and including the date of the EGM and at the Meeting.

22. Members seeking any information or clarification relating to the matter to be placed at the EGM, are requested to send their queries to compliance@shayonaengg.com, preferably at least seven days before the date of the EGM, so as to enable the Management to keep the relevant information readily available at the Meeting. Members shall, however, remain entitled to seek clarifications and ask questions at the Meeting, subject to reasonable arrangements made by the Chairperson.

23. Members are requested to register or update their e-mail address and mobile number with their respective Depository Participant(s) to facilitate timely receipt of communications from the Company.

24. Members are requested to quote their DP ID and Client ID in all correspondence with the Company or the RTA relating to their shareholding.

25. Investor grievances may initially be raised with the Company at compliance@shayonaengg.com or with the RTA. If a grievance is not resolved satisfactorily, the investor may escalate the same through SEBI's SCORES platform. Disputes remaining unresolved may, where applicable, be referred to the online dispute-resolution mechanism under SEBI's SMART ODR framework.

26. INSTRUCTIONS FOR REMOTE E-VOTING:

Step 1: Access to NSDL e-Voting system

A) <u>Login method for e-Voting for Individual shareholders holding securities in demat mode</u>

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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.

Corporate Office & Work Unit 1: 113/1 GIDC Makarpura, Vadodara - 390010
Work Unit 2: Survey No. 488, Near Uline Pack LLP & R R Palstic, Por - Kayavarohan Road, Menpura - 391243
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CIN: L2930GJ2017PLC095794 GST: 24AAYCS1309M1ZV

securities in demat mode with NSDL.	You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Corporate Office & Work Unit 1: 113/1 GIDC Makarpura, Vadodara - 390010
Work Unit 2: Survey No. 488, Near Uline Pack LLP & R R Palstic, Por - Kayavarohan Road, Menpura - 391243
Email: shayonaengg@yahoo.com | info@shayonaengg.com
CIN: L2930GJ2017PLC095794 GST: 24AAYCS1309M1ZV

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding Securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

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 toll free no. 1800-21-09911

B) Login Method for e-Voting 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 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 user 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'?

Corporate Office & Work Unit 1: 113/1 GIDC Makarpura, Vadodara - 390010
Work Unit 2: Survey No. 488, Near Uline Pack LLP & R R Palstic, Por - Kayavarohan Road, Menpura - 391243
Email: shayonaengg@yahoo.com | info@shayonaengg.com
CIN: L2930GJ2017PLC095794 GST: 24AAYCS1309M1ZV

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

Corporate Office & Work Unit 1: 113/1 GIDC Makarpura, Vadodara - 390010
Work Unit 2: Survey No. 488, Near Uline Pack LLP & R R Palstic, Por - Kayavarohan Road, Menpura - 391243
Email: shayonaengg@yahoo.com | info@shayonaengg.com
CIN: L2930GJ2017PLC095794 GST: 24AAYCS1309M1ZV

General Guidelines for shareholders

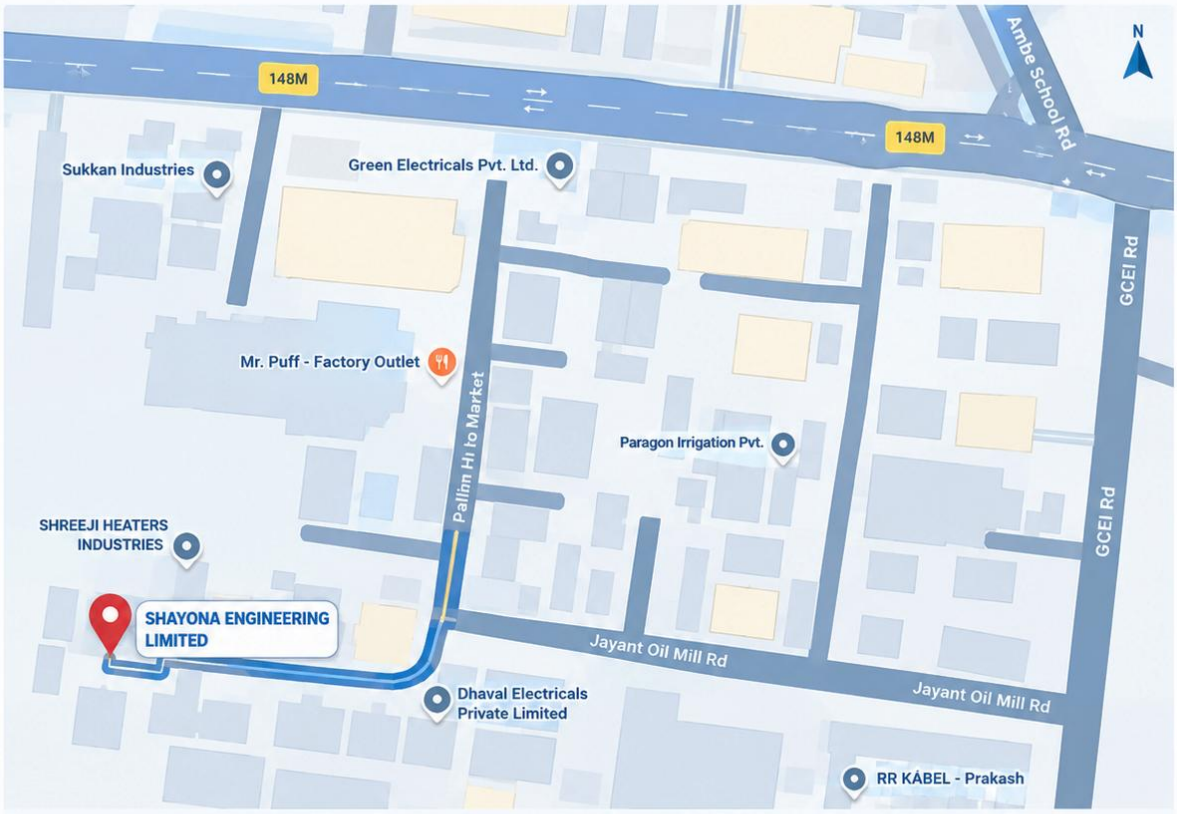
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@mbuha.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@shayonaengg.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@shayonaengg.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Corporate Office & Work Unit 1: 113/1 GIDC Makarpura, Vadodara - 390010
Work Unit 2: Survey No. 488, Near Uline Pack LLP & R R Palstic, Por - Kayavarohan Road, Menpura - 391243
Email: shayonaengg@yahoo.com | info@shayonaengg.com
CIN: L2930GJ2017PLC095794 GST: 24AAYCS1309M1ZV

27. A Route Map showing the venue of the EGM together with a prominent landmark for easy location is annexed to this Notice.



REGISTERED OFFICE ADDRESS

Shayona Engineering Limited
Shed No. 113/1, GIDC, Makarpura M.I. Estate,
Vadodara – 390010, Gujarat, India.

LANDMARKS

- Near Mr. Puff - Factory Outlet
- Close to Paragon Irrigation Pvt.
- Adjacent to Jayant Oil Mill Road

DIRECTIONS

From 148M (Main Road)
Turn towards Ambe School Road and proceed straight. Take the left turn towards GCEI Road. Continue and turn into Jayant Oil Mill Road. The registered office is located on the left side near Mr. Puff - Factory Outlet.

BY LANDMARK
The office is situated close to Mr. Puff - Factory Outlet, off Jayant Oil Mill Road, Makarpura GIDC, Vadodara.

Specialist in Turnkey Project Machinery, Die - Moulds, Indl. Structure Fabrication Works, Manufacturer of PVC - HDPE Pipes and Fittings
Corporate Office & Work Unit 1: 113/1 GIDC Makarpura, Vadodara - 390010
Work Unit 2: Survey No. 488, Near Uline Pack LLP & R R Palstic, Por - Kayavarohan Road, Menpura - 391243
Email: shayonaengg@yahoo.com | info@shayonaengg.com
CIN: L2930GJ2017PLC095794 GST: 24AAYCS1309M1ZV

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable)

ITEM NO. 1: APPROVAL OF APPOINTMENT OF M/S. V. J. AMIN & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR TO FILL CASUAL VACANCY ARISING DUE TO RESIGNATION.

The preceding Statutory Auditors, M/s. SGPS & Associates, resigned with effect from August 24, 2026, and the Board appointed M/s. O. P. Rathi & Co., Chartered Accountants (Firm Registration No. 108718W), on August 27, 2026 to fill the resulting casual vacancy. M/s. O. P. Rathi & Co. were subsequently appointed as Statutory Auditors of the Company by the Members at the 10th Annual General Meeting held on September 25, 2026, for a term up to the conclusion of the Annual General Meeting to be held in the year 2031.

M/s. O. P. Rathi & Co. tendered their resignation by letter dated November 05, 2026, received by the Company on November 06, 2026, with effect from November 05, 2026. Consequently, a casual vacancy arose in the office of the Statutory Auditors of the Company, to be filled in accordance with Section 139(8)(i) of the Companies Act, 2013.

In the resignation letter and the accompanying disclosure furnished in accordance with the applicable SEBI Master Circular, the outgoing auditors attributed their resignation to pre-existing professional commitments and constraints in allocating the time and resources considered necessary for the scope and responsibilities of the Company's statutory audit engagement. They expressly stated that there were no concerns relating to the availability of information or any non-cooperation by the Management, and confirmed that there was no other material reason for their resignation.

At its meeting held on November 06, 2026, the Audit Committee considered the resignation and the reasons disclosed by M/s. O. P. Rathi & Co. and recommended filling the vacancy. On the same date, the Board of Directors took note of the resignation and, on the recommendation of the Audit Committee, appointed M/s. V. J. Amin & Co., Chartered Accountants (Firm Registration No. 100335W), as Statutory Auditors to fill the casual vacancy, subject to approval of the Members at this EGM.

The Audit Committee's views on the resignation were disclosed to BSE Limited on November 06, 2026. The Committee recorded the reasons communicated by the outgoing auditors and advised the Management to ensure an orderly transition and compliance with applicable audit, limited review and regulatory requirements. The outgoing auditors have stated that no audit or limited review report was submitted during their association with the Company.

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M/s. V. J. Amin & Co. furnished their written consent and eligibility certificate dated November 06, 2026, stating that the firm is eligible for appointment, is not disqualified under Section 141 of the Act and the applicable professional requirements, that the appointment is within the prescribed limits, and that no proceedings concerning professional conduct are pending against the firm or its partners.

In recommending the appointment, the Audit Committee and the Board considered the qualifications, relevant audit and assurance experience, eligibility, independence, peer-review status, capabilities and resources of the proposed Statutory Auditors, having regard to the size, nature and regulatory requirements of the Company.

Pursuant to Section 139(8)(i) of the Companies Act, 2013, where a casual vacancy arises as a result of the resignation of an auditor, the vacancy shall be filled by the Board of Directors within thirty days, and the appointment so made shall also be approved by the Company at a General Meeting convened within three months of the recommendation of the Board.

Accordingly, the approval of the Members is sought, by way of an Ordinary Resolution, for the appointment of M/s. V. J. Amin & Co., Chartered Accountants (Firm Registration No. 100335W), to fill the casual vacancy with effect from November 06, 2026, being the date of the Board's appointment, until the conclusion of the next Annual General Meeting of the Company.

Disclosures pursuant to Regulation 36(5) of the SEBI Listing Regulations:

Proposed fees and terms: For the financial year 2026-27, the proposed professional remuneration of M/s. V. J. Amin & Co. is ₹2.50 lakh towards statutory audit fees and ₹0.50 lakh for half yearly limited review report, in each case plus applicable taxes and reimbursement of reasonable out-of-pocket expenses. The proposed appointment is to fill the casual vacancy and will continue only until the conclusion of the next Annual General Meeting of the Company. The Board, on the recommendation of the Audit Committee and in consultation with the Statutory Auditors, may consider a revision in remuneration if warranted by a material change in the scope of work, regulatory requirements or professional effort, subject to applicable law and the authority of the Members under Section 142 of the Act.

Fee comparison and rationale: As disclosed in Note No. 26 to the financial statements for FY 2025-26, the remuneration of the earlier Statutory Auditors comprised ₹2.30 lakh towards statutory audit fees, ₹0.50 lakh towards tax audit fees, ₹0.20 lakh towards other fees and ₹4.20 lakh for the separate professional engagement relating to the audit of restatement of accounts. On a like-for-like basis, the proposed statutory audit fee of ₹2.50 lakh is higher by ₹0.20 lakh than the statutory audit fee for FY 2025-26. The ₹0.50 lakh fee for each limited review report relates to the periodic financial-reporting requirements following the listing of the Company and is separately chargeable. The proposed remuneration is considered appropriate having regard to the Company's listed-entity audit and review obligations and the nature and scale of its operations.

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Brief profile and credentials: M/s. V. J. Amin & Co. is a Vadodara-based firm of Chartered Accountants registered with the Institute of Chartered Accountants of India under Firm Registration No. 100335W, with its office at 506, Gayatri Chambers, R. C. Dutt Road, Alkapuri, Vadodara - 390007. The firm provides professional services in statutory audit, assurance, taxation and related matters, and has experience in listed-company statutory audit and financial-reporting engagements.

Basis of recommendation: In recommending M/s. V. J. Amin & Co., the Audit Committee and the Board considered the firm's stated eligibility and consent, its professional qualifications, relevant audit and assurance experience, independence, peer-review status, capabilities and resources in relation to the nature, size and regulatory requirements of the Company. The recommendation is intended to ensure continuity of the statutory audit and limited review functions following the resignation of the preceding auditors.

Peer review: The firm appears in the official list of the Peer Review Board of the Institute of Chartered Accountants of India as holding a valid Peer Review Certificate, issued with effect from October 24, 2024 and valid up to October 31, 2027 (FRN: 100335W). Peer Review Certificate No.: 018654.

The appointment at Item No. 1 is solely for filling the casual vacancy arising from the resignation of M/s. O. P. Rathi & Co. and is not a fresh five-year appointment. Subject to the approval of the Members, M/s. V. J. Amin & Co. shall hold office until the conclusion of the next Annual General Meeting of the Company, in accordance with Section 139(8)(ii) of the Act.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 for approval by the Members.

By Order of the Board of Directors
For Shayona Engineering Limited

Sd/-
Bhumi Mehta
Company Secretary & Compliance Officer
ACS: A55215

Place: Vadodara
Date: November 06, 2026

SHAYONA ENGINEERING LIMITED

CIN: L29309GJ2017PLC095794

Registered Office: Shed No. 113/1, GIDC, Makarpura, M.I. Estate, Vadodara - 390010, Gujarat, India

E-mail: compliance@shayonaengg.com | Website: www.shayonaengg.com

FORM NO. MGT-11

PROXY FORM

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

Name of Member(s): _____

Registered Address: _____

E-mail ID: _____

DP ID: _____ Client ID: _____

I/We, being the Member(s) holding _____ Equity Shares of Shayona Engineering Limited, hereby appoint:

1. Name: _____ Email Id: _____
   Address: _____ Signature: _____

2. Name: _____ Email Id: _____
   Address: _____ Signature: _____

3. Name: _____ Email Id: _____
   Address: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday, 05th December, 2026 at 09:30 A.M. (IST) at Registered Office of the Company at 113/1, GIDC Makarpura Industrial Estate, Makarpura, Vadodara - 390010, Gujarat, India, and at any adjournment thereof, in respect of the resolutions indicated below:

I/We direct the proxy to vote in the manner indicated below:

Item No.	Description	For	Against
1	Approval of appointment of M/s. V. J. Amin & Co., Chartered Accountants as Statutory Auditor to fill casual vacancy arising due to resignation		

Signed this _____ day of _____, 2026.

Signature of Member: _____

Signature of Proxyholder(s): _____

Affix Revenue Stamp

NOTES:

1. This Proxy Form, in order to be effective, must be duly completed, stamped and signed and deposited at the Registered Office of the Company at Shed No. 113/1, GIDC, Makarpura, M.I. Estate, Vadodara - 390010, Gujarat, India, not less than 48 hours before commencement of the Meeting, i.e., on or before **09:30 A.M. (IST) on Thursday, December 03, 2026**.
2. A proxy need not be a Member of the Company.

SHAYONA ENGINEERING LIMITED

CIN: L29309GJ2017PLC095794

Registered Office: Shed No. 113/1, GIDC, Makarpura, M.I. Estate, Vadodara - 390010, Gujarat, India

E-mail: compliance@shayonaengg.com | Website: www.shayonaengg.com

ATTENDANCE SLIP

(to be presented at the entrance)

Extraordinary General Meeting

at Registered Office of the Company at 113/1, GIDC, Makarpura, M.I. Estate, Vadodara, Vadodara, Gujarat, India, 390010

DP ID: _____ Client ID: _____

Name of Member: _____ Signature: _____

Name of Member: _____ Signature: _____

Note: Only a Member/ duly appointed Proxyholder / Authorised Representative may attend the Meeting.