

**SEPL/SE/Aug/21-22**  
**August 23, 2021**

**The General Manager,**  
**Corporate Services/ Listing Department**  
**BSE Limited**  
Floor 25, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code : 501423**

**Sub : Notice of 41<sup>st</sup> Annual General Meeting of Shaily Engineering Plastics Limited**

**Dear Sir/Madam,**

Please find enclosed Notice of 41<sup>st</sup> Annual General Meeting of the members of Shaily Engineering Plastics Limited, scheduled to be held as under :

**Day & Date** : Tuesday, 14<sup>th</sup> September, 2021  
**Time** : 11:30 a.m., IST  
**Mode** : Through Video Conferencing (“VC”/Other Audio-Visual Means)  
 (“OAVM”).

Details for joining the meeting in the attached notice.

Kindly take the same on record.

Thanking You.

Yours truly,  
**For Shaily Engineering Plastics Limited**

**Preeti Sheth**  
**Asst. Company Secretary**

Encl : a/a

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 41<sup>st</sup> Annual General Meeting of the Members of Shaily Engineering Plastics Ltd. will be held on **Tuesday, 14<sup>th</sup> September, 2021 at 11:30 a.m.**, IST through Video Conferencing ("VC")/other Audio Visual Means ("OAVM") to transact the following business :

## ORDINARY BUSINESS :

### Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 31 March 2021 including Balance Sheet as on 31 March 2021, the Statement of Profit and Loss and the Cash Flow statement for the year ended on that date and the Report of Board of Directors and Auditors thereon.

### Item No. 2 – Appointment of Mrs. Tilottama Sanghvi as a director liable to retire by rotation

To appoint a Director, in place of Mrs. Tilottama Sanghvi (DIN: 00190481) who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS:

### Item No. 3 – Ratification of Remuneration to Cost Auditors for the Financial Year 2021-22

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

**"Resolved That** pursuant to the provisions of Section 148 and the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 100,000/- p.a. plus applicable tax, travelling and out of pocket expenses payable to M/s Y. S. Thakar & Co., Cost Accountants, Vadodara, (Firm Registration No. 00318), appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of the cost records of the Company for the Financial Year 2021-22 be and is hereby ratified and confirmed.

**Resolved Further That** the Key Managerial Personnel of the Company, be and are hereby severally authorised to take necessary actions and complete the legal formalities related thereto."

### Item No. 4 – Revision in borrowing limits of the Company under Section 180(1)(a) of the Companies Act, 2013

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

**"Resolved That** in supersession to earlier resolutions, the consent of the Company be and is hereby accorded under section 180(1)(a) and other applicable provisions, if any, of the

Companies Act, 2013, the rules made there under, and Articles of Association of the Company (including any amendment, modification, variation or re-enactment thereof for the time being in force), to the creation by the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall also include a Committee thereof) of such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company as the Board may direct on such of the assets of the Company, both present and future, in such manner as the Board may direct together with power to take over the management of the Company in certain events, to or in favour of all or of any the financial institutions/banks/any other investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise to secure rupee/foreign currency loans, debentures, bonds or other instruments of an equivalent aggregate value not exceeding ₹ 500 Cr (Rupees Five hundred Cr only) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the Agreement/Arrangements entered into/to be entered into by the Company in respect of the said loans/debentures/bonds or other instruments.

**Resolved Further That** the Board be and is hereby authorised to finalise with the aforesaid parties or any of them the documents for creating the mortgages/ charges/hypothecations and accepting or making any alterations, changes, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purpose of giving effect to this resolution."

**Resolved Further That** the Key Managerial Personnel of the Company, be and are hereby severally authorised to take necessary actions and complete the legal formalities related thereto.

### Item No. 5 – Revision in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

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

**"Resolved That** in supersession to earlier resolution(s), the consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the rules made there under, and Articles of Association of the Company (including any amendment, modification, variation or re-enactment thereof for the time being in force), to the Board of Directors of the Company to borrow, from time to time on such

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

terms and conditions as it may deem fit, any sum or sums of money which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up share capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Board, shall not, at any time exceed ₹500 Cr (Rupees Five Hundred Cr only) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit."

**Resolved Further That** the Key Managerial Personnel of the Company, be and are hereby severally authorised to take necessary actions and complete the legal formalities related thereto.

**Item No. 6 – To approve raising of funds in one or more tranches by issuance of securities by way of private offerings, qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable law for an amount not exceeding ₹ 300 Cr.**

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

**"Resolved That** pursuant to and in accordance with the applicable provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof for the time being in force (collectively, the "Companies Act"), all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, "FEMA"), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with the BSE Ltd. ("BSE"), other stock exchanges as may be applicable (the "Stock Exchanges"), where the equity shares of the Company of face value of ₹ 10/- each ("Equity Shares") are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the

Government of India ("Government of India"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), Stock Exchanges, Registrar of Companies, Gujarat ("RoC"), the Securities and Exchange Board of India ("SEBI") and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, RoC and the Stock Exchanges (hereinafter referred to as "Appropriate Authorities"), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the approval of the members be and is hereby accorded to create, offer, issue and allot (including with provisions on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Equity Shares and/ or Non-convertible debt instruments or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) (the "Securities") for cash, for an aggregate amount up to ₹ 300 Cr (Rupees Three Hundred Cr), inclusive of such premium as maybe fixed on the Securities, by way of private placement through one or more qualified institutions placement ("QIP") in accordance with Chapter VI of the SEBI ICDR Regulations, to eligible "qualified institutional buyers" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations ("QIBs") or by way of preferential offer in accordance with Chapter V of the SEBI ICDR Regulations, or through any other permissible mode or any combination thereof of any of the above (the "Issue"), subject to applicable laws, through placement documents, private placement offer cum application letters and/ or such other documents/ writings/ circulars/ memoranda, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions as the Board may determine in consultation with the book running lead manager(s) to be appointed for the Issue ("Lead Manager(s)"), including, without limitation, the total number of Securities to be issued, face value, fixing book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law and on such terms and conditions as may be determined and deemed fit and appropriate by the Board, at the time of such issue and allotment considering the prevailing market conditions and other relevant factors

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

in consultation with the Lead Manager(s) so as to enable the Company to list the Securities issued, on the Stock Exchanges.

**Resolved Further That** in the event that Securities are offered to QIBs through a QIP, the following shall apply:

1. the Securities, or any combination thereof, in one or more tranches as may be decided by the Board or the committee of directors authorised by the Board and subject to applicable laws, will be allotted within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, at a price which is not less than the price determined in accordance with Regulation 176(1) of the SEBI ICDR Regulations (the "QIP Floor Price"), with the authority to the Board or the committee of directors authorised by the Board, may offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations;
2. the 'relevant date' for the purpose of pricing the Securities shall be date of the meeting in which the Board, or the committee of directors authorised by the Board, decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable laws; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIPs, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.
3. in case of allotment of eligible convertible securities, the "relevant date" for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed QIP, or the date on which the holders of the convertible securities are entitled to apply for Equity Shares;
4. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
5. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution; and
6. the Equity Shares and/ or Non-convertible debt instruments or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) allotted in a QIP shall not be eligible for sale by

the respective allottees, for a period of one year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

**Resolved Further That** in case of preferential offer, pursuant to SEBI ICDR Regulations, such securities shall be allotted as fully paid-up Securities and the allotment of such Securities shall, subject to the provisions of the SEBI ICDR Regulations, be completed within 15 days from the date of passing of the Special Resolution, at such price being not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations.

**Resolved Further That** in the event that securities are issued by way of a preferential offer under the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date 30 days prior to the date of the ensuing Annual General Meeting of the shareholders of the Company or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

**Resolved Further That** in pursuance of the resolutions above:

1. the Equity Shares and/ or Non-convertible debt instruments or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) to be so created, offered, issued and allotted, shall be subject to the provisions of the memorandum and articles of association of the Company; and
2. the Equity Shares created, offered, issue or allotted by the Company shall rank pari-passu in all respects with the existing Equity Shares of the Company, in all respects.

**Resolved Further That** for the purpose of giving effect to the above resolutions, the Board or a committee thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalisation and approval of preliminary placement documents and placement documents, determining the form and manner of the Issue, including the number of Securities to be allotted, issue price, date of the opening and closing of the Issue, or execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) and utilisation of the proceeds as it may in its absolute discretion deem fit.

**Resolved Further That** the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved



# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

or concerned in the Issue and to remunerate them by way of commission, brokerage, fees and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.

**Resolved Further That** for the purpose of giving effect to the above, the Board, or a duly authorised committee, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and listing thereof with the Stock Exchanges or otherwise as may be required in relation to the Issue and to resolve and settle all questions and difficulties that may arise in the Issue, including finalisation of the number of Securities to be issued in each tranche thereof, form, terms and timing of the Issue, utilisation of Issue proceeds, to enter into and execute (and amend from time to time, as may be deemed appropriate by the Board in its sole discretion (subject to the conditions set forth in the resolutions herein), all such arrangements/ agreements with any Lead Managers, placement agents, managers, underwriters, lawyers, advisors, guarantors, depositories, custodians, registrars, Statutory Auditors and all such agencies and intermediaries as may be involved or concerned in the Issue, including any amendments or supplements thereto, as necessary or appropriate and to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, and to finalise, approve and issue any document(s) or agreements including, but not limited, to placement documents, and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges, sign all deeds, documents and writings, settle all questions, difficulties or doubts that may arise in regard to the Issue and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the Issue and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board or a duly authorised committee and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board or a duly authorised committee in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the Issue.

**Resolved Further That** in respect of the Issue, the Board or any duly authorised committee, be and is hereby authorised to do all such acts, deeds, matters and things as it may in its

sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approvals, listing of the Securities, filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

**Resolved Further That** the Board or a duly authorised committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and statutory / regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, to give effect to this resolution."

## **Item No.7 - Preferential Issue of shares of the Company**

**To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on a private placement basis, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"Resolved That** pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**"), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India, BSE Ltd. where the shares of the Company are listed ("**Stock Exchange**" or "**BSE**") and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii)

## NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot 8,55,072 (Eight Lakh Fifty Five Thousand and Seventy Two) number of equity shares of the Company of the face value of ₹ 10 (Rupees Ten) each ("Equity Shares") for cash consideration on preferential basis, at a price of ₹ 1,755/- (Rupees One Thousand Seven Hundred and Fifty Five only) per Equity Share (including premium of ₹ 1,745/- per share) aggregating upto ₹ 150,06,51,360/- (Rupees One Hundred Fifty Crores Six lacs Fifty One Thousand Three Hundred and Sixty only) to following persons:

Name of Investor	Category of Investor	Preferential Issue (Proposed No. of Shares to be issued)
Light House India Fund III, Limited	Foreign Portfolio Investor (Non promoter)	507,198
Light House India III Employee Trust	Trust (Non Promoter)	5,623
India Acorn Fund Ltd.	Foreign Portfolio Investor (Non Promoter)	126,568
White Oak India Equity Fund II	Alternate Investment Fund (Non Promoter)	63,089
White Oak India Select Equity Fund	Alternate Investment Fund (Non Promoter)	32,370
White Oak India Equity Fund IV	Alternate Investment Fund (Non Promoter)	31,856
Ashoka India Equity Investment Trust PLC	Foreign Portfolio Investor (Non Promoter)	88,368
<b>Total</b>		<b>855,072</b>

**Resolved Further That** the relevant date for the determination for the issue price for the Shares as per Regulation 161 of the SEBI (ICDR) Regulations, 2018 is Sunday, 15 August 2021, being 30 days prior to the date of this Annual General Meeting i.e. Tuesday, 14 September 2021 (while reckoning the 30th day i.e.

Sunday, 15 August 2021, the same falls on a weekend therefore the day preceding the weekend i.e Friday, 13 August 2021 is considered as the relevant date for the purpose);

**Resolved Further That** the Preferential Allotment shall be made on the following terms and conditions: (i) The Allottees shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof. (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottees (iii) Allotment of Shares shall only be made in dematerialised form. (iv) The Shares allotted to the Allottees shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018. (v) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;

**Resolved Further That** subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorised to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members;

**Resolved Further That** pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares;

**Resolved Further That** for the purpose of giving effect to the above, the Board and the Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, National Housing Bank, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (c) to

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilisation of issue proceeds, as may be required.”

**Registered Office :**  
Survey No. 364/366,  
At. & Po. Rania,  
Tal. Savli, Dist.  
Vadodara – 391780,  
Gujarat, India

For and on behalf of the  
Board of Directors  
**Mahendra Sanghvi**  
Executive Chairman

17 August 2021

## NOTES :

- In view of the continuing COVID-19 pandemic, social distancing is the norm to be followed and the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 02/2021 dated 13 January 2021 and Securities Exchange Board of India (“SEBI”) has vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 (collectively to be referred as “the circulars”) extended permission of holding of the Annual General Meeting (“AGM”) through Video Conferencing/Other Audio Visual Means (“VC/OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) and the circulars, the AGM of the Company will be held through VC/OAVM.
- Since this AGM is being held through VC/OAVM, pursuant to MCA circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** However, the Body(ies) Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- In compliance with the aforesaid circulars, Notice of the AGM alongwith the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website [www.shaily.com](http://www.shaily.com), website of stock exchange i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Ltd. at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Details of directors seeking appointment/re-appointment, pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015 and para no. 1.2.5 of Secretarial Standard-2 issued by the Institute of Company Secretaries of India, is annexed herewith as Annexure -A of this Notice and forming part of Explanatory Statement.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 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 and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 5 May 2020 read with Circulars dated 8 April 2020, 13 April 2020 and 13 January 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Ltd. (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system prior

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

- to the date of AGM as well as during the AGM will be provided by NSDL.
8. Corporate members intending to attend the meeting are requested to send a scanned certified copy of the Board resolution to the Company through Email at [investors@shaily.com](mailto:investors@shaily.com)/[secretarial@shaily.com](mailto:secretarial@shaily.com) authorizing their representative to attend and vote on their behalf at the meeting.
  9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act'), and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, will be available for inspection, electronically, by the members of the Company.
  10. The Register of Members of the Company will remain closed from Monday, 6 September, 2021 to Tuesday, 14 September, 2021 (both days inclusive), for the purpose of 41st Annual General Meeting for the financial year ended 31 March 2021.
  11. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s). We urge the members to utilise the Electronic Clearing System (ECS) for receiving dividends.
  12. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.
  13. All the work related to share registry in terms of both – physical & electronic, are being carried out by the Company's Registrar & Share Transfer Agent (RTA) - M/s Bigshare Services Pvt. Ltd. – 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059 Tel No. 022-6263 8200. Email : [investors@bigshareonline.com](mailto:investors@bigshareonline.com). The shareholders are requested to send their communication to the aforesaid address, quoting their Folio No/DP ID no and name of Company.
  14. We urge the members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants for shareholders who hold their shares in demat form. For shares held in physical form, it is requested to update their details with the RTA of the Company, M/s Bigshare Services Pvt. Ltd. at their website [www.bigshareonline.com](http://www.bigshareonline.com)
  15. The Company has designated an exclusive email id : [investors@shaily.com](mailto:investors@shaily.com) for redressal of shareholders'/investors grievance. In case you have any queries, complaints or grievances, then please write to us at the above - mentioned email address.
  16. M/s Samdani Shah & Kabra, Company Secretaries, Vadodara, has been appointed as the Scrutiniser for reviewing and scrutinising the e-voting process.
  17. Process of registration of Email Id for obtaining Annual Report, and updation of bank account mandate for receipt of dividend :
    - i. For shares held in physical mode, members are requested to visit on the website of Company's Registrar and Share Transfer Agent, M/s Bigshare Services Pvt. Ltd. at <https://bigshareonline.com/InvestorRegistration.aspx> and upload required document(s) therein.
    - ii. For shares held in demat mode, members are requested to update Email id and Bank Account details with their respective Depository Participants.
  18. **Voting Process through Electronic means and Declaration of Results:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system ('remote e-voting') will be provided to the members on all resolutions set forth in the notice.

Mr. Mahendra Sanghvi, Chairman of the Company and in his absence, Ms. Preeti Sheth, Asst. Company Secretary will declare the voting results based on the Scrutiniser's report received on E-voting. The voting results along with Scrutiniser's report will be displayed on the:

    - (a) Notice Board of the Company at its Registered Office.
    - (b) Company's website – [www.shaily.com](http://www.shaily.com)
    - (c) NSDL website – [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and
    - (d) Stock Exchange website – [www.bseindia.com](http://www.bseindia.com)
  - A. The 'Step by Step' procedure and instructions for casting your vote electronically are as under :**
    1. **The e-voting period begins on Saturday, 11 September, 2021 at (9:00 a.m.) and end on Monday, 13 September, 2021 at (5:00 p.m.).** During



# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as at the cut-off date of Wednesday, 07 September, 2021 may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on cut-off date, may obtain the login Id and password by sending request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The e-voting module shall be disabled by NSDL for voting after Monday, 13 September 2021 (5:00 p.m. IST). Members have the option to cast their vote on any of the resolutions using the remote e-voting facility either during the aforesaid voting period or during the AGM.

## 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.	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

### A. 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 and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

e-services 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:
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. Your password details 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.

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

- c. How to retrieve your 'initial password'?
1. 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'.
2. If your email ID is not registered, please follow steps mentioned below i.e. Point no. 7, 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.
10. Next enter the Image Verification as displayed and Click on Login.
11. If you are holding shares in demat form and had logged on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier voting of any company, then your existing password is to be used.

## How to cast your vote electronically and join General Meeting 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 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 authorised signatory(ies) who are authorised to vote, through Email at [investors@shaily.com](mailto:investors@shaily.com) / [secretarial@shaily.com](mailto:secretarial@shaily.com) or upload on the VC/e-voting portal of NSDL.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. Shareholders/Members, who need assistance before or during the AGM, can contact NSDL official Ms. Sarita Mote on Toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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 :**

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

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 [investors@shaily.com](mailto:investors@shaily.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 [investors@shaily.com](mailto:investors@shaily.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) above as the case may be.
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.

## THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting during the AGM is same as the instructions mentioned above for remote e-voting prior to AGM.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on during the AGM shall be the same person mentioned for Remote e-voting prior to AGM.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker, by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [investors@shaily.com](mailto:investors@shaily.com). before five working days of the date of AGM i.e. on or before Tuesday, 07 September 2021. The same will be suitably replied by the Company.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
7. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Registered Office :**  
Survey No. 364/366,  
At. & Po. Rania,  
Tal. Savli, Dist.  
Vadodara – 391780,  
Gujarat, India

For and on behalf of the  
Board of Directors

**Mahendra Sanghvi**  
Executive Chairman

17 August 2021



# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

## EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3

#### **Ratification of Remuneration to Cost Auditors for the Financial Year 2021-22**

In accordance with the provisions of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its cost records audited from a qualified Cost Accountant. The Board of Directors of the Company, on the recommendation of Audit Committee, at their respective meetings held on 29 May 2021, approved the appointment and remuneration of M/s Y.S. Thakar & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2021-22.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for audit of the cost records of the Company for the financial year 2021-22 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends the resolution at Item No. 3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 3 of this Notice.

### Item No. 4 & 5

#### **Revision in borrowing limits of the Company under Section 180(1)(a) & 180(1)(c) of the Companies Act, 2013**

The Company is expanding its facilities and setting up new facilities for growing the business. The business of the Company is also growing and the Company's working capital requirement would increase. The Company in the past has funded its expansion plans with a mix of borrowings from banks/internal accruals. This is expected to continue in the future. The Company is currently into major expansion of its existing facilities at its Rania Plant and new Halol Complex. Company is expanding its facilities for toys, home furnishing, healthcare business and ramping up its existing facilities. Considering the expansion requirements, in addition to funding such expansion from internal accruals, the Company would require to borrow funds from banks/financial institutions for its expansion requirements and therefore, it is necessary to increase the current limit of ₹ 300 Cr to ₹ 500 Cr for mortgaging the assets of the Company and borrow moneys from the Banks/Financial Institutions. Therefore, it is recommended to revise the limits upto ₹ 500 Cr and authorise the Company (a) to secure by way of mortgage / hypothecation of the Company's assets, properties in favour

of the Banks / Institutions / other lenders towards borrowings of the Company and (b) to borrow to the extent of ₹ 500 Cr which exceeds the paid up capital, free reserves and securities premium of the Company. Pursuant to section 180 (1) (a) and (c) of the Companies Act, 2013, your directors recommend resolutions at item # 4 & 5 for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 4 & 5 of this Notice.

### Item No. 6

#### **To approve raising of funds in one or more tranches by issuance of securities by way of private offerings, qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable law for an amount not exceeding ₹ 300 Cr.**

The Company is expanding its facilities and setting up new facilities for growing the business. The business of the Company is also growing and the Company's capex requirement, working capital requirement and general corporate requirements would increase. Company is also expanding its facilities for toys, home furnishing, healthcare business and ramping up its existing facilities. Considering the expansion requirements, in addition to funding such expansion from internal accruals, securing borrowing from banks/financial institutions, the Company would require to raise funds through issuance of securities to fund their capex needs and general corporate requirements towards business growth, capital adequacy, business purposes and general corporate purposes as per the Company's growth and business related plans.

In line with the above, the Board at its meeting held on 10 July 2021, has approved raising of fund through issuance of securities up to an aggregate amount of ₹ 300 Cr only (Rupees Three Hundred Cr only), inter alia, by way of issuance of securities viz., equity shares, preference shares convertible into equity shares, and/or any other financial instruments/securities convertible into equity shares (including warrants, or otherwise) and/or any other security (all of which are hereinafter referred to as "Securities"), combination of any of the aforementioned Securities in one or more tranches through one or more, qualified institutions placement, preferential offer and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors.

Issuance of Securities may result in the issuance of Securities to investors who may not be members of the Company. Therefore, consent of the members is being sought, by way of Special Resolution as set out in the item no. 6 of the Notice, pursuant to applicable provisions of the Companies Act, 2013 ("Act") and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

and Disclosure Requirements) Regulations, 2015, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Section 62(1)(c) of the Act provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot.

Accordingly, approval of the members is sought for issuing any such securities as the Company may deem appropriate to parties including other than the existing shareholders. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects pari-passu with the existing equity shares of the Company.

The additional fund may be raised through issuance of further equity shares and/or any other securities on Qualified Institutions Placement (QIP)/Preferential issue in one and any combination thereof. Members' approval is therefore sought for issuing any such securities as the Company may deem appropriate.

Members may please note that the proposed resolution is only an enabling resolution and therefore the proposal only seeks to confer upon the Board (includes a committee thereof) the sole and absolute discretion to determine the terms and conditions of the aforesaid issue of Securities.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorised or where it is unlawful to do so.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

## Item No. 7

### To Issue, Offer and allot Equity Shares on Preferential Basis

The Company intends to enhance its competitiveness and its ability to compete with the peer group in the domestic markets for which the Company needs to strengthen its financial position and net worth by augmenting its long term resources. In order to meet the requirements of above objectives and in order to meet the working capital requirements, capital expenditure, and general corporate purposes of the Company, the Company proposes to issue further capital by issue of

Equity Shares on Preferential basis to person/entities belonging to public category.

Accordingly, the Company proposes to create, offer, issue and allot, in one or more tranches, upto 8,55,072 fully paid-up equity shares of the Company having a face value of ₹ 10/- (Rupees Ten Only) each ("**Equity Shares**"), at an issue price of ₹ 1,755/- per share which is not less than the minimum price of ₹ 1,750.84/- per Equity Share determined as on the Relevant Date in accordance with Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") and applicable laws, for an aggregate consideration not exceeding ₹ 150,06,51,360/- (Rupees One Hundred Fifty Crores Six lacs Fifty One Thousand Three Hundred and Sixty only), to the Proposed Allottees.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the "**Act**") further read with provisions of Chapter V – "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Equity Shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations:

#### A). The object / purpose of the preferential issue:

The object of the preferential issue is to fund future capex requirements, augment the manufacturing capacity and for general corporate purpose.

#### B). Particulars of the preferential issue, kind of securities issued and the amount which the Company intends to raise by way of such preferential issue:

The Board, at its meeting held on 17 August 2021 had, subject to the approval of the Members and such other approvals as may be required, approved the preferential issue, involving the issue and allotment of up to 8,55,072 (Eight Lakh Fifty Five Thousand and Seventy Two) Equity Shares, fully paid-up, at the price of ₹ 1,755/- (Rupees One Thousand Seven Hundred and Fifty Five only) per share (including premium of ₹ 1,745/- per share), aggregating up to ₹ 150,06,51,360/- (Rupees One Hundred Fifty Crores Six lacs Fifty One Thousand Three Hundred and Sixty only) for Cash consideration, on a preferential basis to the specified Non-Promoter Entity (hereinafter referred to as '**Proposed Allottees**') at such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

## C). The total number of shares or other securities to be issued:

It is intended to create, offer, issue and allot in one or more tranches, upto 855,072 fully paid-up Equity Shares of the Company, having a face value of ₹10/- (Rupees Ten Only) each, for cash at an issue price of ₹ 1,755/- which is not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws to the Proposed Allottees as detailed below:

Sr. No.	Name of Investor	Category of Investor	No. of Shares Proposed to be issued
1.	Light House India Fund III, Ltd.	Foreign Portfolio Investor (Non Promoter)	507,198
2.	Light House India III Employee Trust	Trust (Non Promoter)	5,623
3.	India Acorn Fund Ltd.	Foreign Portfolio Investor (Non Promoter)	126,568
4.	White Oak India Equity Fund II	Alternate Investment Fund (Non Promoter)	63,089
5.	White Oak India Select Equity Fund	Alternate Investment Fund (Non Promoter)	32,370
6.	White Oak India Equity Fund IV	Alternate Investment Fund (Non Promoter)	31,856
7.	Ashoka India Equity Investment Trust PLC	Foreign Portfolio Investor (Non Promoter)	88,368
	<b>Total</b>		<b>855,072</b>

## D). The price or price band at / within which the allotment is proposed:

The Equity Shares are proposed to be issued at an issue price of ₹ 1,755/- (Rupees One Thousand Seven Hundred and Fifty Five only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

## E). The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchange viz. BSE Ltd. and are frequently traded in accordance with the ICDR Regulations.

In terms of the applicable provisions of SEBI ICDR Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares.

The issue price is ₹ 1,755/- (Rupees One Thousand Seven Hundred and Fifty Five only) per Equity Share the said issue price is higher than the minimum price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

## F). Relevant date with reference to which the price has been arrived at:

Sunday, 15 August 2021, being 30 days prior to the date of this Annual General Meeting i.e. Tuesday, 14 September 2021. While reckoning the 30th day i.e. Sunday, 15 August 2021,, the same falls on a weekend therefore the day preceding the weekend i.e. Friday, 13 August 2021 is considered as the relevant date for the purpose.

## G). The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to Non-Promoter Group as detailed in point J below.

## H). The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

The Promoters/Directors/Key Management Personnel of the Company do not intend to subscribe to the proposed Preferential Issue of Equity Shares of the Company.

## I). Proposed time within which the allotment shall be completed:

The Company will issue and allot Equity Shares within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending

## NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

**J). The identity of the proposed allottees, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:**

To meet the object of the issue, below Proposed Allottees, have shown its intent to subscribe to Equity Shares of the Company.

Name of Proposed Allottees	Category	Pre Issue Holding and % to Pre Issue Capital		No. of Equity Shares Proposed to be issued	Post Issue Holding and % to Post Issue Capital	
		Number of Equity Shares	%		Number of Equity Shares	%
Light House India Fund III, Ltd.	Foreign Portfolio Investor (Non Promoter)	0	0.00	507,198	507,198	5.53
Light House India III Employee Trust	Trust(Non Promoter)	0	0.00	5,623	5,623	0.06
India Acorn Fund Ltd.	Foreign Portfolio Investor(Non Promoter)	0	0.00	126,568	126,568	1.38
White Oak India Equity Fund II	Alternate Investment Fund(Non Promoter)	0	0.00	63,089	63,089	0.69
White Oak India Select Equity Fund	Alternate Investment Fund(Non Promoter)	0	0.00	32,370	32,370	0.35
White Oak India Equity Fund IV	Alternate Investment Fund(Non Promoter)	0	0.00	31,856	31,856	0.35
Ashoka India Equity Investment Trust PLC	Foreign Portfolio Investor(Non Promoter)	0	0.00	88,368	88,368	0.96
<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>855,072</b>	<b>855,072</b>	<b>9.32</b>

The identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottees is as follows:

Name of the Proposed Allottees	Name of the ultimate beneficial owners of the Proposed Allottees
Light House India Fund III, Ltd.	Light House India Fund III, Ltd. is a public company limited by shares, with limited life, incorporated in the Republic of Mauritius, an FPI owned and controlled (100%) by Mukund Krishnaswami
Light House India III Employee Trust	Light House India Fund III Employee Trust is a trust governed by the Indian Trusts Act, 1882. Settlor and Trustee: <ul style="list-style-type: none"> <li>• Sachin Kumar Bhartiya</li> <li>• William Sean Sovak</li> <li>• Tarun Pande</li> </ul>
India Acorn Fund Ltd.	India Acorn Fund Ltd. is Foreign Portfolio Investor (FPI) owned and controlled by Juan Fadrique Arias Davila Serrat-Valera and holding 100% of management shares.
White Oak India Equity Fund II	The Investor is a Category III Alternative Investment Fund registered with the SEBI under the Securities Exchange Board of India (Alternative Investment Fund) Regulation, 2012



## NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

Name of the Proposed Allottees	Name of the ultimate beneficial owners of the Proposed Allottees
	<p>The contributors to the AIF are Investors who have subscribed to units of the AIF , which is constituted as a Trust under the Indian Trust Act. The AIF is settled by RCRM Ventures Pvt. Ltd. and Amicorp Trustees (India) Pvt. Ltd. are the Trustee to the AIF and the White Oak Capital Management Consultants LLP is the sponsor of the AIF.</p> <p>No natural person (acting alone or together with others) owns/is entitled to more than 15% of the capital or profits of the Investor.</p> <p>Further, Mr. Tariq Aboobaker, Ms. Pallavi Uzgare and Mrs. Kiran Bohra, Directors of the Trustee Ami Corpo Trustees (India) Pvt. Ltd. are the Owners.</p>
White Oak India Select Equity Fund	<p>The Investor is a Category III Alternative Investment Fund registered with the SEBI under the Securities Exchange Board of India (Alternative Investment Fund) Regulation, 2012</p> <p>The contributors to the AIF are Investors who have subscribed to units of the AIF , which is constituted as a Trust under the Indian Trust Act. The AIF is settled by RCRM Ventures Pvt. Ltd. and Amicorp Trustees (India) Pvt. Ltd. are the Trustee to the AIF and the White Oak Capital Management Consultants LLP is the sponsor of the AIF.</p> <p>No natural person (acting alone or together with others) owns/is entitled to more than 15% of the capital or profits of the Investor .</p> <p>Further, Mr. Tariq Aboobaker, Ms. Pallavi Uzgare and Mrs. Kiran Bohra, Directors of the Trustee Ami Corpo Trustees (India) Pvt. Ltd. are the Ultimate Beneficial Owners.</p>
White Oak India Equity Fund IV	<p>The Investor is a Category III Alternative Investment Fund registered with the SEBI under the Securities Exchange Board of India (Alternative Investment Fund) Regulation, 2012</p> <p>The contributors to the AIF are Investors who have subscribed to units of the AIF , which is constituted as a Trust under the Indian Trust Act. The AIF is settled by RCRM Ventures Pvt. Ltd. and Amicorp Trustees (India) Pvt. Ltd. are the Trustee to the AIF and the White Oak Capital Management Consultants LLP is the sponsor of the AIF.</p> <p>No natural person (acting alone or together with others) owns/is entitled to more than 15% of the capital or profits of the Investor .</p> <p>Further, Mr. Tariq Aboobaker, Ms. Pallavi Uzgare and Mrs. Kiran Bohra, Directors of the Trustee Ami Corp Trustees (India) Pvt. Ltd. are the Ultimate Beneficial Owners</p>
Ashoka India Equity Investment Trust PLC	<p>Ashoka India Equity Investment Trust PLC is incorporated as a Public Ltd. Company in England and is listed on the main market of the London Stock Exchange the Company is holding a valid certificate of registration with SEBI India as Foreign Portfolio Investor under SEBI FPI Regulations.</p> <p>The Company (FPI) has an issued share capital of 104,319,276 shares and is controlled and Managed by the Board of directors of the Company viz:</p> <ul style="list-style-type: none"> <li>• Mr Andrew Watkins who owns 94,425 shares in the Company</li> <li>• Dr. Jerome Booth who owns 54,839 shares in the Company</li> <li>• Mr Collin Skinner who owns 75,023 shares in the Company</li> <li>• Mrs Rita Dhut who owns 74,425 shares in the Company</li> </ul>

## NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

### K). Shareholding Pattern of the Company before and after the preferential issue of Equity Shares:

The shareholding pattern of the Company giving the position as on the latest available shareholding pattern i.e. as on 30 June 2021 being the latest practicable date, after considering all the preferential allotments to be made under this Notice is provided hereunder:

Sr. No.	Category of Shareholders	Pre Preferential Shareholding Pattern		Fresh No. of Equity Shares to be allotted	Post Preferential Shareholding Pattern (Proposed)	
		No. of Equity Shares	%		No. of Equity Shares	%
<b>A</b>	<b>Promoter and Promoter Group</b>					
1	Indian	26,36,132	31.69	0	26,36,132	28.74
a	Individuals/Hindu undivided Family	0	0.00	0	0	0.00
c	Financial Institutions/ Banks	0	0.00	0	0	0.00
d	Any Other (specify)	8,61,039	10.35	0	8,61,039	9.39
	<b>Sub-Total (A)(1)</b>	<b>34,97,171</b>	<b>42.04</b>	<b>0</b>	<b>34,97,171</b>	<b>38.13</b>
2	Foreign					
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	7,51,638	9.04	0	7,51,638	8.19
b	Government	0	0.00	0	0	0.00
c	Institutions	0	0.00	0	0	0.00
d	Foreign Portfolio Investor	0	0.00	0	0	0.00
e	Any Other (specify)	0	0.00	0	0	0.00
	<b>Sub-Total (A)(2)</b>	<b>7,51,638</b>	<b>9.04</b>	<b>0</b>	<b>7,51,638</b>	<b>8.19</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>42,48,809</b>	<b>51.08</b>	<b>0</b>	<b>42,48,809</b>	<b>46.32</b>
	<b>Public Shareholder</b>					
1	Institutions	0	0.00	0	0	0.00
a	Mutual Funds/	11,41,727	13.73	0	11,41,727	12.45
b	Venture Capital Funds	0	0.00	0	0	0.00
c	Alternate Investment Funds	0	0.00			
	White Oak India Equity Fund II	0	0.00	63,089	63,089	0.69
	White Oak India Equity Fund IV	0	0.00	31,856	31,856	0.35
	White Oak India Select Equity Fund	0	0.00	32,370	32,370	0.35
d	Foreign Venture Capital Investors	0	0.00	0	0	0.00
e	Foreign Portfolio Investors	6,255	0.07		6,255	0.07
	Lighthouse India Fund III, Ltd.	0	0.00	5,07,198	5,07,198	5.53
	Ashoka India Equity Investment Trust PLC	0	0.00	88,368	88,368	0.96
	India Acorn Fund Ltd.	0	0.00	1,26,568	1,26,568	1.38
f	Financial Institutions/ Banks	0	0.00	0	0	0.00
g	Insurance Companies	0	0.00	0	0	0.00
h	Provident Funds/ Pension Funds	0	0.00	0	0	0.00
i	Any Other (specify)					
	Lighthouse India III Employee Trust	0	0	5,623	5,623	0.06
	<b>Sub-Total (B)(1)</b>	<b>11,47,982</b>	<b>13.80</b>	<b>8,55,072</b>	<b>20,03,054</b>	<b>21.84</b>
2	Central Government/ State Government(s)/ President of India	0	0.00	0	0	0.00
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
3	Non-institutions					
a	Individuals -					
i	Individual shareholders holding nominal share capital up to ₹ 2 lacs.	7,78,007	9.35	0	7,78,007	8.48

# NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

Sr. No.	Category of Shareholders	Pre Preferential Shareholding Pattern		Fresh No. of Equity Shares to be allotted	Post Preferential Shareholding Pattern (Proposed)	
		No. of Equity Shares	%		No. of Equity Shares	%
ii	Individual shareholders holding nominal share capital in excess of ₹ 2 lacs.	13,75,065	16.53	0	13,75,065	14.99
b	NBFCs registered with RBI	0	0.00	0	0	0.00
c	Employee Trusts	0	0.00	0	0	0.00
d	Overseas Depositories (holding DRs) (balancing figure)	0	0.00	0	0	0.00
e	Any Other (specify)	0	0.00	0	0	0.00
	Hindu Undivided Family	35,436	0.43	0	35,436	0.39
	Non Resident Indians (Non Repat)	85,136	1.02	0	85,136	1.02
	Non Resident Indians (Repat)	0	0.00	0	0	0.00
	Clearing Member	4,778	0.06	0	4,778	0.05
	Bodies Corporate	6,43,217	7.73	0	6,43,217	7.01
	<b>Sub-Total (B)(3)</b>	<b>29,21,639</b>	<b>35.12</b>	<b>0</b>	<b>29,21,639</b>	<b>31.85</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>40,69,621</b>	<b>48.92</b>	<b>8,55,072</b>	<b>49,24,693</b>	<b>53.68</b>
	<b>Total shareholding (A+B)</b>	<b>83,18,430</b>	<b>100.00</b>	<b>8,55,072</b>	<b>91,73,502</b>	<b>100.00</b>

**L). Change in control, if any, in the Company that would occur consequent to the preferential issue:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment except dilution in shareholding of the Promoters due to allotment to non-promoters.

However, voting rights will change in tandem with the shareholding pattern.

**M). Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the period from 1 April 2021 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2021-22 will not exceed the limit specified in the Act and Rules made thereunder.

**N). The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations.

Further, the proposed allotment is for cash consideration.

**O). Lock-in Period:**

The Equity Shares to be allotted on a preferential basis to the Proposed Allottees, shall be subject to lock-in for such period(s), as may be applicable to each Proposed Allottee, in accordance with the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force. Further, the entire pre-preferential issue shareholding of the Proposed Allottees, if any, is subject to lock-in as per the ICDR Regulations.

**P). Re-computation of Issue Price:**

Since the Company's Equity Shares are listed on a recognised Stock Exchange for more than 26 weeks prior

to the Relevant Date, there is no need for the Company to re-compute the price of Equity Shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

**Q). Undertaking to put under lock-in till the recomputed price is paid:**

The same is not applicable in the present case.

**R). Certificate from Statutory Auditors:**

The Company will obtain a certificate issued from Statutory Auditors certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and same shall be placed at

## NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

the website of the Company [www.shaily.com](http://www.shaily.com) to facilitate online inspection of relevant documents until end of AGM to be held on 14 September 2021.

### S). Disclosure pertaining to wilful defaulters:

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

### T). Other Disclosures:

- a. The Equity Shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
- b. The Proposed Allottees have not sold Equity Shares of the Company in the 6 (Six) months preceding the Relevant Date. All the existing holdings of the Proposed Allottees are already held by them in dematerialised form. However, mutual fund Schemes which is a mutual fund registered with SEBI and is exempt from Regulation 159(1) of the SEBI ICDR Regulations.
- c. The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange where the Equity Shares of the Company are listed.

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing Members of the Company in the manner laid down in the Section unless the Members in general meeting decide otherwise by passing a Special

Resolution. Therefore, consent of the Members by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, 2013 read with its Rules and the ICDR Regulations.

- d. The Equity Shares of the Company issued under this Resolution shall be listed on BSE Ltd..
- e. None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f. None of the Promoter, Promoter Group members, Directors and the Key Managerial Personnel of the Company, is interested or concerned in this Resolution and they do not intend to subscribe to the proposed preferential issue.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 7 in the accompanying notice for your approval.

### Registered Office :

Survey No. 364/366,  
At. & Po. Rania,  
Tal. Savli, Dist.  
Vadodara – 391780,  
Gujarat, India

17 August 2021

For and on behalf of the  
Board of Directors

**Mahendra Sanghvi**  
Executive Chairman



## ANNEXURE – A

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para 1.2.3. of Secretarial Standard – 2 on General Meeting and other applicable provisions are as under :

### A. EXECUTIVE DIRECTORS –RE-APPOINTMENT

<b>Name of Director</b>	<b>Mrs. Tilottama Sanghvi</b>
<b>Age</b>	73 years
<b>Qualification</b>	B.Sc.
<b>Nature of Expertise in specific functional area</b>	Management, Leadership, Rich Business Experience
<b>Date of first appointment on to the Board</b>	09.03.1995
<b>Relationship with Directors inter-se</b>	Mr. Mahendra Sanghvi – Spouse Mr. Amit Sanghvi – Son
<b>Directorship in other companies as on 31 March 2021</b>	Panax Appliances Pvt. Ltd. Shaily (IDC) India Pvt. Ltd.
<b>Chairmanship/ Membership of Committees of the Board</b>	<b>Shaily Engineering Plastics Ltd.</b> Member of the Corporate Social Responsibility Committee
<b>Terms and conditions of Appointment/ Re-appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, Mrs. Tilottama Sanghvi, who was appointed as a Whole Time Director at the 40th Annual General Meeting held on 26 September 2020, (effective from 01 February 2020) is liable to retire by rotation.
<b>No. of meetings of the Board attended during the year</b>	4 out of 4