

Regd Office & Rania Plants :
Survey No 363, 364 & 366,
At & Po. Rania 391780, Tal-Savli,
Dist. Vadodara, Gujarat, India.
Phone : +91-2667-244307/361
Fax : +91-2667-244379
E-Mail : rania.plant@shaily.com

Halol Plant :
707, GIDC, Halol - 389 350,
Dist. Panchmahals, Gujarat, India.
Phone : +91-9676-229913/14
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E-Mail : halol.plant@shaily.com

Correspondence Address :
8, J. P. Nagar, Old Padra Road
Vadodara - 390 015, Gujarat, India.
Phone : +91-265-2339706
Fax No. : +91-265-2339793
Visit us at : www.shaily.com

SEPL/SE/Jul/1819
July 20, 2018

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 38th Annual General Meeting

Sir,

Please find enclosed Notice of 38th Annual General Meeting of the members of the Company, scheduled to be held as under :

Day & Date : Monday, August 13, 2018
Time : 04:00 p.m. IST
Venue : Survey 364/366, Sankarda – Bhadarwa Road, At. & Po. Rania, Tal. Savli, Dist. Vadodara – 391 780, Gujarat, India.

Kindly take the same on record.

Thanking You.

Yours truly,
For Shaily Engineering Plastics Limited


Preeti Sheth
Asst. Company Secretary
ICSI M.No. A36624



Encl : a/a

Notice of 38th Annual General Meeting

Notice is hereby given that the 38th Annual General Meeting of the Members of Shaily Engineering Plastics Limited will be held at the registered office of the Company at Survey No. 364/366, Sankarda – Bhadarwa Road, At. & Po. Rania, Ta. Savli, Dist. Vadodara – 391 780, Gujarat, India, on Monday, August 13, 2018 at 4:00 p.m. IST, 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 31st March, 2018 including Balance Sheet as on 31st March, 2018, 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 – Declaration of Dividend

To declare a final dividend of ₹ 7.5/- (i.e. 75 %) per equity share of face value ₹ 10/- each for the financial year ended on March 31, 2018.

Item No. 3 – Appointment of Mr. Mahendra Sanghvi as a director liable to retire by rotation

To appoint a Director, in place of Mr. Mahendra Sanghvi (DIN : 00084162), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4 – Appointment of Auditors

To appoint the auditors of the Company, and to fix their remuneration.

Explanation : Section 139 of the Companies Act, 2013 (“the Act”) lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules lay down the transitional period that can be served by the existing auditors depending on number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117364W) have served the Company for 10 years and will be completing the maximum number of two terms at the ensuing 38th AGM.

The audit committee has proposed and on May 14, 2018, the Board has recommended the appointment of B S R & Associates LLP (Firm Registration No. 116231W/W-100024), as the statutory auditors of the Company. B S R & Associates LLP will hold office for a period of five consecutive years from the conclusion of 38th

Annual General Meeting of the Company till the conclusion of 43rd Annual General Meeting of the Company to be held in the year 2023.

Therefore, the shareholders are requested to consider and if thought fit, to pass the following resolution as ordinary resolution :

“Resolved That pursuant to the recommendation of the Audit Committee and in accordance with the provisions of Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as amended from time to time, consent of the Company, be and is hereby accorded for recommendation of appointment of M/s B S R & Associates LLP (Firm Registration No. : 116231W/W-100024), as Statutory Auditors of the Company, to hold office for a period of five (5) consecutive years commencing from the financial year 2018-19 i.e. from the conclusion of this 38th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company to be held in year 2023.

Resolved Further That the Managing Director, be and is hereby authorised to fix the remuneration according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with the prevailing rules and regulations made in this regard.

Resolved Further That the Key Managerial Personnel of the Company be and are hereby severally authorised to take necessary actions and complete the legal & administrative formalities thereto and do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

Special Business:

Item No. 5 – Remuneration to Cost Auditors

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 payable during the financial year 2018-19 to M/s Y. S. Thakar & Co., Practicing 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 2017-18, on such terms, conditions at a remuneration of ₹ 90,000/- p.a. plus out of pocket expenses incurred by them in

connection with the aforesaid audit, as may be deemed fit, be and is hereby ratified and confirmed.

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

Item No. 6 – Revision in terms of Remuneration of Ms. Kinjal Sanghvi, Head – Regulatory Affairs & Compliance ,relative of Director

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

“**Resolved That** in accordance with the provisions of Section 188(1)(f) of the Companies Act 2013 and Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, consent of the Company, be and is hereby accorded for revision in remuneration of Ms. Kinjal Sanghvi, Head – Regulatory Affairs & Compliance a relative of Director of the Company, effective from 01st April, 2018 on the remuneration and terms and conditions as detailed hereunder :

- a. Remuneration :
Basic Salary, Perquisites and other allowances / benefits at ₹ 300,000/- per month, upto a maximum CTC of ₹ 5,00,000/- per month as may be decided by the Board of Directors of the Company, from time to time.
- b. Car & Driver :
Use of Car - Provision of one company owned car and driver for the company’s business. The perquisite value for the car/driver will be determined as per prevailing Income Tax Rules, 1962 (including any statutory modifications or re-enactment(s) thereof) and shall not be included in the computation of perquisites for the purpose of calculating the said Gross salary.
- c. Other perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

Resolved Further That the Board of Directors, be and are hereby authorized to alter and vary the remuneration and terms and conditions of the said appointment to the

extent, as may be approved by the Audit Committee and recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and as may be agreed to between the Board of Directors and Ms. Kinjal Sanghvi.

Resolved Further that the Key Managerial Personnel of the Company, be and are hereby severally authorized to take necessary actions and complete the legal and administrative formalities thereto.”

Registered Office : For and on behalf of the
Board of Directors

Survey 364/366,
At. & Po. Rania,
Tal. Savli, Dist.
Vadodara – 391780,
Gujarat

May 14, 2018

Mahendra Sanghvi
Executive Chairman

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. A proxy so appointed shall have no right to speak at the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The Proxy form duly completed must be deposited at the Company’s registered office not less than 48 hours before the time of commencement of the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of

- the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members/proxies/authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
 7. 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 by the members of the Company.
 8. The Register of Members of the Company will remain closed from **Monday, 06th August, 2018 to Monday, 13th August, 2018** (both days inclusive), for the purpose of payment of dividend for the financial year ended 31st March, 2018.
 9. The dividend when sanctioned will be made payable on or before **Saturday, August 18, 2018**, to those members whose names stand on the Register of Members of the Company on the close of business hours on Saturday, August 04, 2018 in case of physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL.
 10. 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 utilize the Electronic Clearing System (ECS) for receiving dividends.
 11. **In order to enable the Company to directly credit the dividend amount in the bank accounts:**
 - (a) Shareholders holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants.
 - (b) Shareholders holding shares in physical form are requested to provide the following details along with an authorisation letter allowing the Company to directly credit the dividend in their bank accounts:

Name of first account holder (as appearing in the bank account records), Bank name, branch name, branch address, Account type and account number, IFSC code and MICR code and a copy of canceled cheque.
 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 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. 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.
 15. The Company has designated an exclusive email id : 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. **Voting Process 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 from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Chairman of the Company will declare the voting results based on the scrutiniser's report received on

e-voting and voting at the meeting. 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
- (c) CDSL website – www.evotingindia.com and
- (d) Stock Exchange website – www.bseindia.com

A. The ‘Step by Step’ procedure and instructions for casting your vote electronically are as under :

i. **The e-voting period begins on Friday, August 10, 2018 (9:00 a.m.) and end on Sunday, August 12, 2018 (5:00 p.m.).** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as at the cut-off date of Saturday, August 04, 2018, 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 helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after Sunday, August 12, 2018 (5:00 p.m.).

ii. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.

iii. Next click on “Shareholders” tab to cast your votes.

iv. Now Enter your User ID
 For CDSL : 16 digits beneficiary ID
 For NSDL : 8 Character DP ID followed by 8 Digits Client ID

Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first-time user, follow the steps below :

PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN

with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on address label/sticker affixed on the back page of the Annual Report.

In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB#	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter your dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio.

please enter DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the member id/folio no. in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on “SUBMIT” tab.

ix. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. Click on the EVSN for the relevant Company “SHAILY ENGINEERING PLASTICS LIMITED” on which you choose to vote.

xi. On the voting page, you will see Resolution Description and against the same, the option “YES/NO” for voting.

Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xii. Click on “Resolutions File Link”, if you wish to view the entire resolution(s).
- xiii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. If a DEMAT account holder has forgotten the same changed password then ‘Enter’ the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xvii. Note for Non-Individual Shareholders and Custodians :
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF

format in the system and on approval of the accounts, they would be able to cast their vote.

- xviii. 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.evotingindia.com , under help section or write an email to helpdesk.evoting@cdslindia.com.
- xix. M/s Samdani Shah & Kabra, Company Secretaries, Vadodara, has been appointed as the Scrutiniser for conducting the e-voting process.

Registered Office :

For and on behalf of the
Board of Directors

Survey 364/366,
At. & Po. Rania,
Tal. Savli, Dist.
Vadodara – 391780,
Gujarat

May 14, 2018

Mahendra Sanghvi
Executive Chairman

Explanatory Statement as required under Section 102 of the Companies Act, 2013

**Item No. 5
Remuneration to Cost Auditors**

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 14th May, 2018, 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 2018-19.

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 the financial year 2018-19 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends the resolution at Item No. 5 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. 5 of this Notice.

Item No. 5

Revision in terms of remuneration of Ms. Kinjal Sanghvi, relative of Director

Ms. Kinjal Sanghvi is an experienced Biomedical Engineer and has done M.Sc in Bioengineering from IRA Fulton School of Engineering, Arizona State University. She has many research publications and projects to her credit. She has been a Research Assistant in BioDesign Institute, Arizona State University and has also worked as an R&D intern at Capstone Therapeutics (OrthoLogic), Phoenix, Arizona. She has also worked as a Scientist at Ohmx Corporation, Chicago.

Ms. Kinjal Sanghvi is a related party within the definition of Section 2(76) of the Companies Act, 2013 (“the Act”).

Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding ₹ 2,50,000/- requires prior approval by way of special resolution of the Company. Hence, approval of members is sought for payment of revised remuneration, as proposed in the resolution under this item of business.

Information required in accordance with Rule 15 of Companies (Meetings of Board & its Powers), Rules, 2014, as well as pursuant to Section 102 of the Act is as under :

- a. Name of the Related Party : Ms. Kinjal Sanghvi
- b. Name of Director or Key Managerial Personnel who is related :
 - Mr. Amit Sanghvi, Managing Director
 - Mr. Mahendra Sanghvi, Executive Chairman
 - Ms. Tilottama Sanghvi – Whole Time Director
- c. Nature of relationship : Ms. Kinjal Sanghvi is the wife of Mr. Amit Sanghvi and daughter-in-law of

Mr. Mahendra Sanghvi and Mrs. Tilottama Sanghvi, Directors.

Mr. Mahendra Sanghvi, Ms. Tilottama Sanghvi and Mr. Amit Sanghvi are part of the Promoter Group of the Company.

d. Nature, material terms, monetary value and particulars of the contract or arrangement :

i. Ms. Kinjal Sanghvi was appointed as Head – Regulatory Affairs & Compliance at a remuneration of Rs. 1,00,151/- per month, approved by the Shareholders at the Extra Ordinary General Meeting held on 14th November, 2013, which was thereafter revised to Rs. 2,00,003/- per month by the Board of Directors.

ii. It is proposed to revise her remuneration to ₹ 3,00,000/- per month upto ₹5,00,000/- per month, as may be decided by the Board of Directors. She will also be entitled to a Company’s car & driver facility and perquisites as per Company’s rules. The terms of employment and remuneration of Ms. Kinjal Sanghvi may be varied from time to time, based on her performance evaluation and Company’s remuneration policy. The Board of Directors of the Company upon approval by the Audit Committee and recommendation by the Nomination & Remuneration Committee, at their meetings held on 14th May, 2018, has approved the aforesaid terms of remuneration. No duration or period for her employment is fixed, however, termination and other terms shall be governed by her appointment letter and rules and HR Policy of the Company.

e. Any other information relevant or important for the members to take decision on the proposed resolution :

Ms. Kinjal Sanghvi is associated with the Company since 2013 and has given her best towards the growth targets of the Company. Her present role is crucial to provide impetus to growing customers in the pharmaceutical space, whereunder the regulatory as well as the customer requirements are stringent. Considering her qualification, expertise in the domain, experience, involvement and present role, prescribed

limit of Companies Act, 2013 is not commensurate, hence requires approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relative(s) except for Mr. Mahendra Sanghvi, Ms. Tilottama Sanghvi and Mr. Amit Sanghvi are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set forth in Item No. 6 for approval of the members.

Registered Office :

Survey 364/366,
At. & Po. Rania,
Tal. Savli, Dist.
Vadodara – 391780,
Gujarat

May 14, 2018

For and on behalf of the
Board of Directors

Mahendra Sanghvi
Executive Chairman

Annexure – A to the 38th AGM Notice

Additional information on Director recommended for re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions of Secretarial Standard – 2 on General Meetings :

Mr. Mahendra Sanghvi

Mr. Mahendra Sanghvi is the Promoter & Executive Chairman of the Company. He was re-appointed as Executive Chairman by the shareholders in the 36th AGM dated August 02, 2016 for a period of three years.

He has a rich and varied experience in the Plastics Industry and has been involved in the operations of the Company for over a long period of time. Shaily was established under his able hands and the Company, under his guidance, management and leadership, has not only achieved remarkable growth but also bagged prestigious awards for the Company, including the TOP exporter awards.

Serving as Independent Director on boards of reputed Companies, he also serves a member of the Executive Committee of the Organization of Plastic Processors of India and the Export Promotion Council (PLEX Council) and worked as the Co-chairman of Overseas Plastindia Foundation. He is a well-known face in the Plastics Industry. His guidance and continued services in the Company, will lead the organization to scale new heights.

Qualification	:	Chemical Engineer Plastics Technologist Diploma MBA
Nature of Expertise in specific functional area	:	Rich Business Experience, Management & Leadership
Relationship with Directors inter-se	:	Ms. Tilottama Sanghvi – Spouse Mr. Amit Sanghvi – Son Mr. Laxman Sanghvi - Brother
Directorship in other public companies as on 31 st March, 2018	:	1. Integra Engineering India Limited 2. Munjal Auto Industries Limited
Chairmanship/ Membership of Committees of the Board	:	Shaily Engineering Plastics Limited Member of Nomination & Remuneration Committee Integra Engineering India Limited - Member of Audit Committee - Chairman of Stakeholders Relationship Committee Munjal Auto Industries Limited Member of Audit Committee and Stakeholders Relationship Committee

PROXY FORM

CIN : L51900GJ1980PLC065554
 Name of the Company : Shaily Engineering Plastics Limited
 Registered Office : Survey # 364/366, At. & Po. Rania, Ta. Savli, Dist. Vadodara – 391780, Gujarat, India

Name of the Member(s)	:	
Registered Address	:	
Email ID	:	
Folio No./Client ID/DP ID	:	

I/We, being the member(s) of _____ equity shares of the above-named company, hereby appoint,

1. Name:

Address:

Email Id :

Signature :or failing him,

2. Name:

Address:

Email Id :

Signature :or failing him,

3. Name:

Address:

Email Id :

Signature :or failing him,

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **38th Annual General Meeting** of the Company, to be held on **Monday, August 13, 2018 at 4:00 p.m., IST** at Survey # 364/366, Sankarda – Bhadarwa Road, At. & Po. Rania, Ta. Savli, Dist. Vadodara – 391 780 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Vote (Optional, See Note 2) (Please mention no. of shares)	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the year ended 31 st March, 2018		
2	Declaration of Dividend		
3	Appointment of Mr. Mahendra Sanghvi as director liable to retire by rotation		
4	Appointment of Auditors		
Special Business			
5	Ratification of Remuneration of Cost Auditors		
6	Revision in remuneration of Ms. Kinjal Sanghvi, Head – Regulatory Affairs & Compliance, Related Party		

Signed this day of, 2018

Signature of Member(s)

Signature of Proxy Holder(s)

Affix
Revenue
Stamp of
not less
than ₹ 1

Notes :

1. This form of proxy, in order to be effective, should be duly stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before August 11, 2018 by 4:00 p.m. IST).
2. It is optional to indicate preference. If you leave the “for” or “against” column blank any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ATTENDANCE SLIP



Shaily Engineering Plastics Limited

CIN : L51900GJ1980PLC065554

Survey # 364-366, At. & Po. Rania, Ta. Savli, Dist. Vadodara – 391780, Gujarat, India

Phone : +91 2667 244307/244348/244361 | Fax : +91 2667 244372

investors@shaily.com | www.shaily.com

38th Annual General Meeting – Monday, August 13, 2018

Name of the Member(s)/Proxy* (In BLOCK Letters)	
Folio No. (For members holding shares in physical mode)	
DP ID – Client ID (For members holding shares in demat/electronic mode)	
Registered Address	
No. of Shares held	

I certify that I am a member/proxy/authorized representative for the member of the Company.

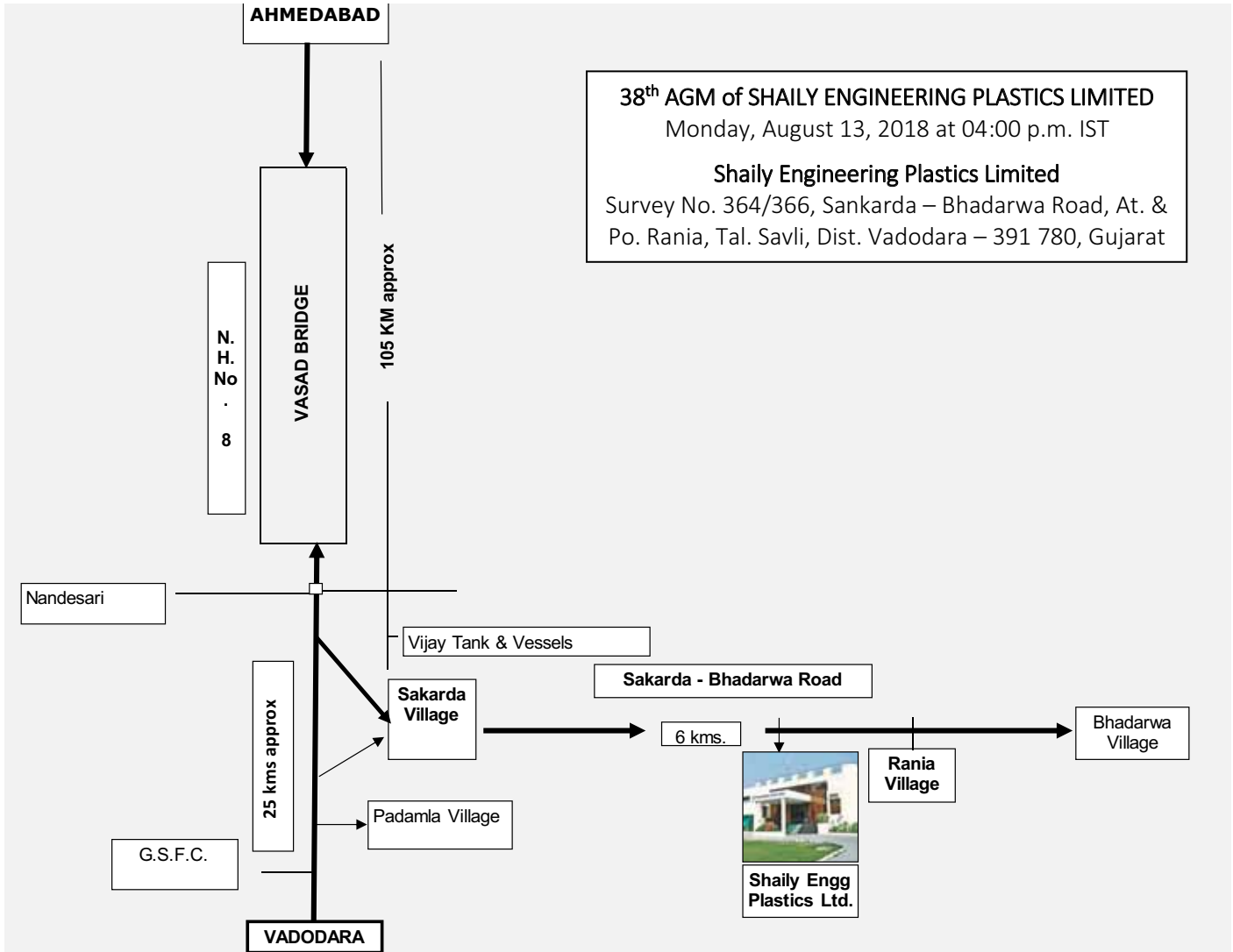
I hereby record my presence at the 38th Annual General Meeting of the Company at Survey # 364/366, Sankarda – Bhadarwa Road, At. & Po. Rania, Ta. Savli, Dist. Vadodara – 391 780, Gujarat, India, on Monday, August 13, 2018.

.....
Signature of Member/Proxy*

Note :

- Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk.
- Members are requested to bring their copies of Annual Report at the AGM.
- Members/Proxies are requested to carry **identity proofs** and show them at the registration desk of the meeting hall.
- **Please strike off whichever is not applicable.*

ROUTE MAP TO REACH THE VENUE OF THE ANNUAL GENERAL MEETING



Location URL :

From Vadodara Railway Station - <https://goo.gl/maps/Wr8KnerxWH32>

From Vadodara Airport - <https://goo.gl/maps/Td2dmXpzzdt>

From C.T.M. Ahmedabad - <https://goo.gl/maps/ripR6w9oCQn>

Please Note :

Members may kindly take note that for the convenience of members, transport facility is arranged by the Company from Vadodara, on the date of the AGM as per the details given below :

Start Time : 2:30 p.m.

Pick up points : Start from J.P. Nagar, Opp. Avishkar Complex, Old Padra Road, Vadodara → Chakli Circle → Trident Complex, Opp. Sardar baug → Yog Niketan, Nizampura → Chhani Toll Tax → AGM Venue.

Members who wish to avail such facility, are requested to kindly intimate the same, in writing to the Company at investors@shaily.com / secretarial@shaily.com , with their requisite details, atleast two (2) days before the AGM, to ensure adequate arrangement.