

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and as per MCA General Circular ("GC") No. 14/2020 dated 08.04.2020, GC No. 17/2020 dated 13.04.2020, GC No. 20/2020 dated 05.05.2020, resting with GC No. 09/2023 dated 25.09.2023("MCA Circulars")]

The Chairman,
44th Annual General Meeting of the Members of
Shaily Engineering Plastics Limited
held on Saturday, September 21, 2024, at 10:00 A.M. IST
through Video Conferencing / Other Audio-Visual Means ("VC / OAVM")

Dear Sir,

I, S. Samdani, Partner, Samdani Shah & Kabra, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Shaily Engineering Plastics Limited** ("Company"), for the purpose of scrutinizing the e-voting process conducted for transacting the business as mentioned in the Notice dated July 27, 2024, convening 44th Annual General Meeting ("AGM") of the Members of the Company which was held on Saturday, September 21, 2024, at 10:00 A.M. IST through VC / OAVM.

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and Rules made thereunder read with MCA Circulars; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder and (iii) Secretarial Standard - 2 on General Meetings issued by the Institute of the Company Secretaries of India, if any, relating to remote e-voting prior to the date of AGM and during the AGM.

My responsibility as a Scrutinizer is restricted to give a Report on votes cast by the Members of the Company.

I submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for providing remote e-voting facility to the Members of the Company, prior to AGM as well as during the AGM.
2. Prior to the date of AGM, the remote e-voting facility remained open for three days from September 18, 2024, 9:00 A.M. (IST) to September 20, 2024, 5:00 P.M. (IST) both days inclusive and was disabled for voting thereafter.
3. Further, the Company had also provided remote e-voting facility to the members who attended the AGM through VC / OAVM and had not voted on resolutions through remote e-voting prior to the date of AGM, to cast their votes during the AGM.



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4. After the completion of the e-voting process at the AGM, the votes cast through remote e-voting prior to the date of AGM as well as during the AGM were unblocked and downloaded from the e-voting website of NSDL (www.evoting.nsdl.com) on September 21, 2024, at 11:12 A.M. in the presence of two witnesses – Megha Dave and Mitashri Mav, who are not in the employment of the Company.
5. I have scrutinized and reviewed the votes cast by the members through remote e-voting, prior to the date of AGM as well as during the AGM, based on the data downloaded from the NDSL website.

The result of the remote e-voting prior to the date of AGM and during the AGM is as under:

Resolution / Business No. 1:

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and Auditors thereon. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	83	2,61,55,737	100.00
Voted Against	2	65	00.00
Total	85	2,61,55,802	100.00
Invalid Votes	0	0	-

Resolution / Business No. 2:

Re-appointment of Mr. Laxman Sanghvi (DIN: 00022977) as a Director who retires by rotation and being eligible offers himself for re-appointment. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	83	2,61,55,737	100.00
Voted Against	2	65	00.00
Total	85	2,61,55,802	100.00
Invalid Votes	0	0	-



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Resolution / Business No. 3:

Declaration of Dividend. (Ordinary Resolution)

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	82	2,61,54,317	99.99
Voted Against	3	1,465	00.01
Total	85	2,61,55,782	100.00
Invalid Votes	0	0	-

Resolution / Business No. 4:

Ratification of remuneration to be paid to Cost Auditors. (Ordinary Resolution)

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	82	2,61,55,637	100.00
Voted Against	2	65	00.00
Total	84	2,61,55,702	100.00
Invalid Votes	0	0	-

Resolution / Business No. 5:

Rescission of resolution passed at 43rd Annual General Meeting of the Company with regard to Alteration of Capital Clause of the Memorandum of Association of the Company. (Ordinary Resolution)

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	82	2,61,55,637	100.00
Voted Against	2	65	00.00
Total	84	2,61,55,702	100.00
Invalid Votes	0	0	-



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Resolution / Business No. 6:

Change in Remuneration of Ms. Kinjal Bhavsar, Executive Director of Shaily (UK) Limited w.e.f. 1st July 2024. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	66	98,07,832	68.91
Voted Against	12	44,24,330	31.09
Total	78	1,42,32,162	100.00
Invalid Votes	6	1,19,23,540	-

Resolution / Business No. 7:

Change in Remuneration of Mr. Mahendra Sanghvi, (DIN:00084162), Executive Chairman, effective from 1st April 2024. **(Special Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	80	2,48,96,188	95.18
Voted Against	4	12,59,514	4.82
Total	84	2,61,55,702	100.00
Invalid Votes	0	0	-

Resolution / Business No. 8:

Change in Remuneration of Mr. Amit Sanghvi, (DIN: 00022444) Managing Director, effective from 1st April 2024. **(Special Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	80	2,48,96,188	95.18
Voted Against	4	12,59,514	4.82
Total	84	2,61,55,702	100.00
Invalid Votes	0	0	-



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Resolution / Business No. 9:

Re-appointment of Mr. Mahendra Sanghvi (DIN: 00084162) as Executive Chairman effective from 1st April 2025 for a period of three (3) years from 01st April 2025 to 31st March 2028. **(Special Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	78	2,48,95,803	95.18
Voted Against	6	12,59,899	4.82
Total	84	2,61,55,702	100.00
Invalid Votes	0	0	-

Resolution / Business No. 10:

Re-appointment of Mr. Laxman Sanghvi (DIN: 00022977) as an Executive Director effective from 1st April 2025 for a period of three (3) years from 01st April 2025 to 31st March 2028 **(Special Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	81	2,48,97,588	95.19
Voted Against	3	12,58,114	4.81
Total	84	2,61,55,702	100.00
Invalid Votes	0	0	-

Resolution No. 11:

Re-appointment of Mr. Shailesh Ayyangar (DIN: 00268076) as an Independent Director **(Special Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	82	2,61,55,637	100.00
Voted Against	2	65	00.00
Total	84	2,61,55,702	100.00
Invalid Votes	0	0	-



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Notes:

1. All the figures shown in percentage have been rounded off to 2 (two) decimal points.
2. Register(s) and all other records relating to Remote e-voting as conducted for AGM are under my safe custody and will be handed over to the Chairman / Company Secretary / Person duly authorized by the Board for preserving records safely, after the Chairman signs the minutes.
3. All the resolutions are passed with requisite majority.

Thanking you,
Yours Faithfully,




S. Samdani
Partner
Samdani Shah & Kabra
Company Secretaries
CP No. 2863



ICSI Peer Review # 1079/2021
ICSI UDIN: F003677F001292681

Place: Vadodara | Date: September 23, 2024

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counter signed
Company Secretary
(M. No. F 13184)
Shaily Engineering
Practices Ltd.


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