

**Shaily Engineering Plastics Limited**

CIN : L51900GJ1980PLC065554

Regd. Office: Survey No.: 364/366, At &amp; Po. Rania- 391780, Ta. – Savli, Dist. –Vadodara

Phone No.: 75748 05122; 75748 05181

Email: [investors@shaily.com](mailto:investors@shaily.com) Web: [www.shaily.com](http://www.shaily.com)**Notice of Postal Ballot****[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

<b>Commencement of E-voting</b>	<b>Completion of E-voting</b>
<b>Thursday, 22<sup>nd</sup> February 2024</b>	<b>Friday, 22<sup>nd</sup> March 2024</b>

Dear Members,

NOTICE is hereby given to the Members of Shaily Engineering Plastics Limited (the “Company”), pursuant to the provisions of Sections 108 and 110 of the Companies Act 2013, (the “Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “Listing Regulations”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 03/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as ‘MCA Circulars’) and all other applicable provisions framed under the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, that the Company is seeking consent of the Members of the Company by means of Postal Ballot, to the resolution appended below, proposed to be passed through Postal ballot by voting through electronic means only (remote e-voting).

As permitted under the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only to those members whose e-mail addresses are registered with the Company/Depositories.

If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes of the Notice to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communications of the assent or dissent of the Members would only take place through the remote-e-voting system only. In compliance with the requirements of the MCA Circulars, the hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The proposed resolution and the explanatory statement pertaining to the resolution in terms of the provisions of Section 102 of the Act, as appended hereto, forms part of this Postal Ballot Notice.

The Company has appointed Mr. S. Samdani, Partner of Samdani Shah & Kabra, Company Secretaries, Vadodara as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair & transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting.

Voting through remote e-voting commences from Thursday, 22<sup>nd</sup> February 2024 at 9:00 a.m. and ends on Friday, 22<sup>nd</sup> March 2024 at 5:00 p.m. The e-voting module shall be disabled by NSDL for voting after Friday, 22<sup>nd</sup> March 2024 (05:00 p.m., IST). The Scrutinizer's decision on the validity of votes shall be final.

The Scrutinizer will submit the Report to the Chairman or the Managing Director or the Company Secretary of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before Monday, 25<sup>th</sup> March 2024, at the Registered Office of the Company before the close of working hours.

The proposed resolution as set out herein below, shall be deemed to be passed on the last day of the Postal Ballot voting period i.e., Friday, 22<sup>nd</sup> March 2024, as if the same have been passed at a General Meeting of the members convened in that behalf.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz. [www.shaily.com](http://www.shaily.com) and also on the website of NSDL, viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in addition to being communicated to the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) where the Company's shares are listed.

### Special Business requiring consent of shareholders through Postal Ballot:

#### Item No. 1) Re-Appointment of Mr. Ranjit Singh as an Independent Director

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee of the Company, Mr. Ranjit Singh (DIN: 01651357) Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Act and Regulation 16(1)(b), 25(8) of the Listing Regulations, and who in the opinion of the Board fulfills the conditions as specified in the Act read with the rules made thereunder and the Listing Regulations, is independent of the management and eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years effective from 18<sup>th</sup> May 2024 till 17<sup>th</sup> May 2029.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby severally authorised to complete all the legal and administrative formalities thereto."

Registered Office: Survey No. 364/366, At. & Po.  
Rania – 391 780 Tal. Savli, Dist. Vadodara Gujarat,  
India

For and on behalf of the Board of Directors

Place: Rania, Vadodara  
Date: 13<sup>th</sup> February, 2024

Mahendra Sanghvi  
Executive Chairman  
DIN: 00084162

**Notes:**

1. The Explanatory Statement pursuant to section 102 read with section 110 of the Companies Act, 2013 (the 'Act') setting out material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent. Accordingly, the communications of the assent or dissent of the Members would take place through the e-voting system only. Therefore, those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.
3. In compliance with the MCA Circulars, Postal Ballot Notice is being sent only electronically by email to the members who have registered their e-mail addresses with the Depository or with the Company or Registrar and Share Transfer Agent and whose names appear in the Register of Members / List of beneficial owners as received from Depositories as on Friday, 16<sup>th</sup> February 2024 (the "cut-off date"). Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
4. Voting rights of the members shall be in proportion to the equity shares held in the paid-up equity share capital of the Company as on the Cut-Off Date.
5. The Postal Ballot period for remote e-voting commences on Thursday, 22<sup>nd</sup> February 2024 at 09:00 a.m., IST and ends on Friday, 22<sup>nd</sup> March 2024 at 05.00 p.m., IST.
6. Resolution passed by Members with requisite majority through remote e-voting shall be deemed to be passed on Friday, 22<sup>nd</sup> March 2024 i.e., the last date specified for receipt of votes through remote e-voting as if they have been passed at a General Meeting of the Members.
7. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations and MCA Circulars, the Company has provided the facility to Members to exercise their votes electronically through the remote e-voting. The Company has engaged the services of NSDL to provide remote e-voting facility to its members. The instructions for remote e-voting are annexed to this Notice.
8. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.shaily.com](http://www.shaily.com), website of the Stock Exchanges i.e., BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) respectively.
9. All the material documents, if any, referred to in the statement setting out material facts annexed thereto will be available for inspection at the Registered Office of the Company during office hours on working days and also available electronically from the date of dispatch until the last date for receipt of votes through remote e-voting. Members seeking to inspect the same can send an email from their registered email to the Company at [investors@shaily.com](mailto:investors@shaily.com).
10. Members are requested to register their e-mail address in respect of their electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar & Transfer Agents, M/s. Bigshare Services Private Limited by sending Physical copy of signed request letter in ISR-1 duly filled in all aspect along with copy of Scanned Certificate, ID & Address Proof etc. at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai 400093.

Alternatively, Members may send a request to the RTA of the Company, Bigshare Share Services Pvt Ltd., at registering email ID: [investor@bigshareonline.com](mailto:investor@bigshareonline.com). A request letter providing the name of the Member, Folio No., mobile no., and email address to be registered/updated and signed by Member (first holder, in case of jointly held) and self-attested scanned copy of PAN.

### **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 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>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**B) 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/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company.  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can 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.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [samdanics@gmail.com](mailto:samdanics@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Pallavi Mhatre of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secretarial@shaily.com](mailto:secretarial@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 [secretarial@shaily.com](mailto:secretarial@shaily.com)
3. . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
4. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
5. 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.

**Explanatory Statement under Section 102 of the Companies Act, 2013****Item No. 1)**

Mr. Ranjit Singh (DIN: 01651357) is an Independent Director of the Company, Chairperson of Corporate Social Responsibility Committee and member of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee.

Mr. Ranjit Singh was appointed as an Independent Director of the Company at the 39<sup>th</sup> Annual General Meeting of the Company, for a term of five years effective from 18<sup>th</sup> May 2019. The term of his office expires on the 17<sup>th</sup> May 2024.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13<sup>th</sup> February 2024, approved the reappointment of Mr. Ranjit Singh as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 18<sup>th</sup> May 2024 upto 17<sup>th</sup> May 2029 (both days inclusive) not liable to retire by rotation, subject to approval of the Members by way of a Special Resolution.

Mr. Ranjit Singh aged 66 years is a Mechanical Engineer (BE) from BITS Pilani and a Management Graduate from IIM Ahmedabad.

**Career Profile:**

Member, Board of Directors - Polyplex Corporation Limited ([www.polyplex.com](http://www.polyplex.com))

Member, Board of Governors, IIM Jammu ([www.iimj.ac.in](http://www.iimj.ac.in))

Founder – Aspirelabs Accelerator, Reimagine Plastic ([www.aspirelabs.com](http://www.aspirelabs.com))

Director & Mentor – Legistify ([www.legistify.com](http://www.legistify.com))

Advisor – Crest Composites and Plastics

Former MD – Kalpataru Power Transmission Limited

Mr. Ranjit Singh has over 35 years of experience in Industrial Management in Indian, International and Multicultural business environment. His core strengths include Corporate Growth and turnaround Strategy and its implementation. He worked as Managing Director, Kalpataru Power Transmission (an Infrastructure Company) and Global COO & Board member of Polyplex Corporation Limited (4<sup>th</sup> Largest Polyester Film manufacturer in World). As a transformational leader he was significantly responsible for globalization and profitable growth of the companies that he led. At present he is also a member of Board of Governors of IIM Jammu). He is based in Delhi and is deeply involved in the Start-up ecosystem and Strategy advisory space.

The Nomination and Remuneration Committee after taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the Performance Evaluation, concluded and recommended to the Board for re-appointment of Mr. Ranjit Singh as an Independent Director for second term of 5 (five) consecutive years on the Board as his qualifications and the rich experience of over three decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. Accordingly, the Board is of the opinion that Mr. Ranjit Singh possess the identified core skills such as visionary leadership, industry experience, research & development and innovation, global business/international exposure, financial regulatory, legal and risk management, policy development, marketing, integrity and ethical standards, inter personnel relationships, creative and logical approach, understanding of multifaceted

business operations which are fundamental skills for effective functioning in his role as an Independent Director of the Company and his continued association would be immense benefit to the Company.

Mr. Ranjit Singh has given his consent to act as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ('Act'). The Company has received a declaration from Mr. Ranjit Singh that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, Mr. Ranjit Singh fulfils the conditions for his re-appointment as an Independent Director as specified in the Act read with rules made thereunder and Listing Regulations, and he is Independent of the Management and possesses appropriate skills, experience and knowledge.

A Copy of the draft letter of re-appointment of Mr. Ranjit Singh setting out the terms and conditions of his re-appointment would be made available for inspection without any fee by the members at the Registered Office of the Company during business hours upto Friday, March 22, 2024, upon receipt of a request from Members through their registered email address to the Company at [investors@shaily.com](mailto:investors@shaily.com) along with their Name, DP ID & Client ID/Folio No.

In view of the above, the consent of the Members of the Company is being sought by way of a Special Resolution as set out in this Postal Ballot Notice.

Except Mr. Ranjit Singh and his relatives, None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out in this Notice.

The Board of Directors recommends the Resolution as set out in this Postal Ballot Notice for approval of the Members of the Company by way of a Special Resolution.

Brief profile, nature of experience in specific functional areas and other information as required to be provided under the Secretarial Standard – 2 and Regulation 36 (3) of the Listing Regulations in respect of re-appointment of Independent Director, are annexed as Annexure-I to this Notice.

#### **Annexure-I**

**Details of Mr. Ranjit Singh, Independent Director, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings are as under:**

Name of Director	Mr. Ranjit Singh
DIN	01651357
Date of Birth	14 <sup>th</sup> September 1957
Date of first appointment on to the Board	18 <sup>th</sup> May 2019
Age	66 years
Qualification	B.E. (Mech) from BITS Pilani, Management Graduate from IIM, Ahmedabad
Nature of Expertise in Specific Functional area	Industrial Management in Indian, International and Multicultural Business Environment, Corporate Growth and Turnaround Strategy,

Skill and Capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Explanatory Statement for Item No. 1.
Terms and conditions of re-appointment	<p><b><u>Tenure:</u></b></p> <p>Re-appointment as an Independent Director for a period of 5 (five) years commencing from 18<sup>th</sup> May 2024 upto 17<sup>th</sup> May 2029 (both days inclusive)</p> <p><b><u>Terms &amp; Condition:</u></b></p> <p>Refer Explanatory Statement for Item No. 1.</p>
Details of Remuneration last drawn (01.04.2023 to 31.12.2023)	Sitting fees: Rs. 9,00,000/- (Board Meeting & various Committee Meetings)
Details of remuneration sought to be paid	Sitting fees as approved by the Board of Directors
Relationship with Directors, Manager and other Key Managerial Personnel (KMP)	Mr. Ranjit Singh is not related to any of the Directors, Manager or KMP of the Company.
Directorship in other Entities as on 13 <sup>th</sup> February 2024	<ol style="list-style-type: none"> <li>1. Polyplex Corporation Limited</li> <li>2. VA TECH WABAG Limited</li> <li>3. Rubamin Private Limited</li> <li>4. Legistify Services Private Limited</li> <li>5. Aspirelabs Accelerator Private Limited</li> <li>6. Coch Cocreate Change Private Limited</li> <li>7. Crest Speciality Resins Private Limited</li> <li>8. Creative Clutch Private Limited</li> </ol>
Directorship in foreign Companies	<ol style="list-style-type: none"> <li>1. Polyplex (Thailand) Public Company Ltd., Thailand*</li> <li>2. Polyplex USA LLC</li> <li>3. Polyplex Europa Polyester Film</li> </ol> <p><b><i>Subsidiary company of Polyplex Corporation Limited</i></b></p>
Listed Entities from which the Director has resigned in the past three years	NIL
Shareholding in the Company including shareholding as a beneficial owner as on 13 <sup>th</sup> February 2024	NIL
Chairmanship and Membership of Committee of the Board	<p><b><u>SHAILY ENGINEERING PLASTICS LIMITED</u></b></p> <p><b><u>Chairman –</u></b></p> <p>Corporate Social Responsibility</p>

	<b><u>Member –</u></b> Audit Committee Nomination & Remuneration Committee Risk Management Committee			
Chairmanship and Membership of Committee of the Board of other Companies	<b><u>VA TECH WABAG Limited</u></b>  <b>Chairman</b> – Stakeholders Relationship Committee  <b>Member</b> – Audit Committee			
Number of Board Meetings attended during the period	No. of Meetings held in FY 2022-23	No. of Meetings attended.	No. of Meetings held in FY 2023-24 (from 01.04.2023 to 31.12.2023)	No. of Meetings attended.
	5	5	5	5

\*Appointed by Polyplex Corporation Limited in terms of Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.