

Consolidated Scrutinizer's Report

The Chairman,
39th Annual General Meeting of the Equity Shareholders of
Shaily Engineering Plastics Limited
Held on the August 08, 2019, at 04:00 P.M.,
At Survey No. 364/366, Sankarda – Bhadarwa Road,
At. & PO. Rania, Ta. Savli,
Vadodara – 391 780.

Scrutinizer's Report on Poll including voting by Electronic Means in respect of the resolution(s) / business(es) contained in the Notice dated May 18, 2019.

Dear Sir,

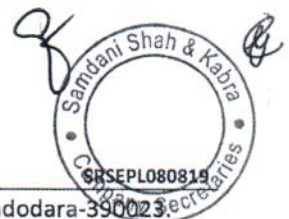
I, S. Samdani, Partner, Samdani Shah & Kabra, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Shaily Engineering Plastics Limited**, for the purpose of scrutinizing the e-voting process (remote e-voting) and poll taken on the below mentioned resolution(s) / business(es), at the 39th Annual General Meeting of the Equity Shareholders of Shaily Engineering Plastics Limited, held on Thursday, August 08, 2019, at 04:00 P.M.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made there under; (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the Poll including voting by electronic means (remote e-voting). My responsibility as a Scrutinizer is restricted to give a Consolidated Report on the votes cast by the members for the resolution(s) / business(es) contained in the Notice dated May 18, 2019, based upon:

- a) The report generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities and;
- b) The scrutiny of the Polling papers received at the 39th Annual General Meeting.

1. I submit my report as under:

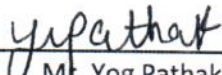
1.1 After declaration of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks.



- 1.2 The locked ballot box was subsequently opened by me in the presence of two witnesses namely Ms. Goral Patel and Mr. Yog Pathak and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting were unblocked on August 08, 2019 around 4:43 P.M. in the presence of above named witnesses who are not in the employment of the Company.

The witnesses have signed below in confirmation of the ballot boxes being unlocked in their presence and also in confirmation of the remote votes being unblocked in their presence.


Ms. Goral Patel


Mr. Yog Pathak

- 1.3 There were no incomplete / defective poll papers.
2. The result of the scrutiny of voting by Poll and voting by electronic means in respect of resolution(s) / business(es) contained in notice dated May 18, 2019 is as under:

2.1 Resolution (Business) No. 1: (Ordinary Resolution)

Adoption of Financial Statements for the financial year ended on March 31, 2019.

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	36	5107462	6	35000	42	5142462	100.00
Voted against	2	2	0	0	2	2	0.00
Total	38	5107464	6	35000	44	5142464	100.00
Invalid votes	0	0	0	0	0	0	N.A.

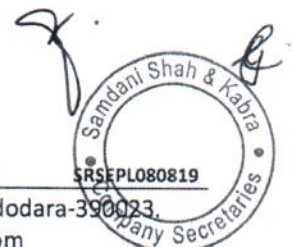


2.2 Resolution (Business) No. 2: (Ordinary Resolution)**Appointment of Mr. Amit Sanghvi as a director liable to retire by rotation.**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	36	5107462	6	35000	42	5142462	100.00
Voted against	2	2	0	0	2	2	0.00
Total	38	5107464	6	35000	44	5142464	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.3 Resolution (Business) No. 3: (Ordinary Resolution)**Remuneration to Cost Auditors.**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	36	5107462	6	35000	42	5142462	100.00
Voted against	2	2	0	0	2	2	0.00
Total	38	5107464	6	35000	44	5142464	100.00
Invalid votes	0	0	0	0	0	0	N.A.



2.4 Resolution (Business) No. 4: (Ordinary Resolution)**Appointment of Mr. Jiten Mathuria as a Non-Executive Independent Director.**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	36	5107462	6	35000	42	5142462	100.00
Voted against	2	2	0	0	2	2	0.00
Total	38	5107464	6	35000	44	5142464	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.5 Resolution (Business) No. 5: (Ordinary Resolution)**Appointment of Mr. Ranjit Singh as a Non-Executive Independent Director.**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	36	5107462	6	35000	42	5142462	100.00
Voted against	2	2	0	0	2	2	0.00
Total	38	5107464	6	35000	44	5142464	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.6 Resolution (Business) No. 6: (Special Resolution)**Re-Appointment of Mr. Mahendra Sanghvi as an Executive Chairman.**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	36	5107462	6	35000	42	5142462	100.00
Voted against	2	2	0	0	2	2	0.00
Total	38	5107464	6	35000	44	5142464	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.7 Resolution (Business) No. 7: (Special Resolution)**Re-Appointment of Mr. Laxman Sanghvi as an Executive Director.**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	36	5107462	6	35000	42	5142462	100.00
Voted against	2	2	0	0	2	2	0.00
Total	38	5107464	6	35000	44	5142464	100.00
Invalid votes	0	0	0	0	0	0	N.A.



2.8 Resolution (Business) No. 8: (Special Resolution)

Re-Appointment of Mr. Milin Mehta as a Non-Executive Independent Director.

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	36	5107462	6	35000	42	5142462	100.00
Voted against	2	2	0	0	2	2	0.00
Total	38	5107464	6	35000	44	5142464	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.9 Resolution (Business) No. 9: (Special Resolution)

Re-Appointment of Mr. Sarup Chowdhary as a Non-Executive Independent Director.

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	36	5107462	6	35000	42	5142462	100.00
Voted against	2	2	0	0	2	2	0.00
Total	38	5107464	6	35000	44	5142464	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.10 Resolution (Business) No. 9: (Special Resolution)

Approval of Shaily Employee Stock Option Plan 2019.

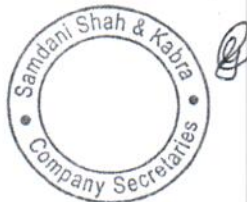
Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	33	4359756	6	35000	39	4394756	85.46
Voted against	5	747708	0	0	5	747708	14.54
Total	38	5107464	6	35000	44	5142464	100.00
Invalid votes	0	0	0	0	0	0	N.A.

3. All the figures shown in percentage have been rounded off to 2 decimal points.
4. All the resolution(s) / business(es) are passed / conducted and carried with requisite majority.
5. The poll papers and all other relevant records will remain in my custody and will be handed over to the Chairman / Company Secretary for safe keeping after the Chairman signs the minutes.

Thanking you,

Yours Faithfully,

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



UDIN: F003677A000002931

Vadodara, August 08, 2019

For Shaily Engineering Plastics Ltd.

Authorised Signatory