

To,

Shri Mahendra Sanghvi

Chairman

35<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shaily Engineering Plastics Limited  
Held on 8<sup>th</sup> day of August, 2015 at 12:00 noon

At Survey No. 364/366,

At & Po. Rania - 391780

Taluka - Savli

Dist. Vadodara.

**Scrutinizer's Report on Poll including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 16<sup>th</sup> May, 2015.**

Dear Sir,

I, S. Samdani, partner of Samdani Shah & Associates, Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of Shaily Engineering Plastics Limited (the Company), for the purpose of scrutinizing the poll taken on the below mentioned resolution(s), including the remote e-voting process at the 35<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Shaily Engineering Plastics Limited**, held on 8<sup>th</sup> August, 2015 at 12:00 noon.

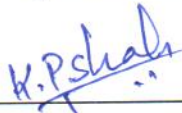
The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) Listing Agreement with the Stock Exchange, relating to the Poll including remote e-voting. My responsibility as a Scrutinizer is restricted to give a consolidated report on **the votes cast by the members** for the resolutions contained in the Notice dated 16<sup>th</sup> May, 2015, based upon 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 for e-voting and Polling papers.

**1. I, submit my report as under:**

- 1.1 After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
- 1.2 The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 1.3 I did not find any poll papers invalid.
- 1.4 The votes were unblocked on 8<sup>th</sup> August, 2015 around 01.26 p.m. in the presence of two witnesses Ms. Kaushal Shah and Mr. Philip Pereira who are not in the



employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ms. Kaushal Shah



Name: Mr. Philip Pereira

2. The results of the scrutiny of the above Poll voting including voting by electronic means in respect of passing of resolutions contained in notice dated 16<sup>th</sup> May, 2015 is as under:

**2.1 Resolution No.1:**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2015 including Balance Sheet as at 31<sup>st</sup> March 2015, Statement of Profit and Loss Account along with notes appended thereto, for the year ended on that date and the Reports of the Board of Directors and Auditors thereon:

(I) Voted in **Favour** of the Resolution:

Particulars (Mode)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	10	813818	19.44
Remote e-voting	18	3373398	80.56
<b>Total</b>	<b>28</b>	<b>4187216</b>	<b>100.00</b>

(II) Voted **against** the Resolution:

Particulars (Mode)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0
Remote e-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(III) **Invalid** Votes:

Particulars (Mode)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	0	0
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





## 2.2 Resolution No.2:

**To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2015:**

(I) Voted **in Favour** of the Resolution:

Particulars (Mode)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	10	813818	19.44
Remote e-voting	18	3373398	80.56
<b>Total</b>	<b>28</b>	<b>4187216</b>	<b>100.00</b>

(II) Voted **against** the Resolution:

Particulars (Mode)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0
Remote e-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(III) **Invalid** Votes:

Particulars (Mode)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	0	0
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

## 2.3. Resolution No.3

**To appoint a Director in place of Mr. Amit Sanghvi (DIN: 00022444), who retires by rotation and being eligible, offers himself for re-appointment:**

(I) Voted **in Favour** of the Resolution:

Particulars (Mode)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	10	813818	19.44
Remote e-voting	18	3373398	80.56
<b>Total</b>	<b>28</b>	<b>4187216</b>	<b>100.00</b>

(II) Voted **against** the Resolution:



Particulars (Mode)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0
Remote e-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(III) **Invalid Votes:**

Particulars (Mode)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	0	0
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

2.4. **Resolution No.4:**

**To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration:**

(I) **Voted in Favour** of the Resolution:

Particulars (Mode)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	10	813818	19.44
Remote e-voting	18	3373398	80.56
<b>Total</b>	<b>28</b>	<b>4187216</b>	<b>100.00</b>

(II) **Voted against** the Resolution:

Particulars (Mode)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0
Remote e-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(III) **Invalid Votes:**

Particulars (Mode)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	0	0
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



2.5. **Resolution No.5:**

**To ratify remuneration payable to M/s. Y. S. Thakar & Co., Practicing Cost Accountants, appointed as Cost Auditor for the F.Y. 2015-16:**

(I) Voted **in Favour** of the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		10	813818	19.44
Remote e-voting		18	3373398	80.56
<b>Total</b>		<b>28</b>	<b>4187216</b>	<b>100.00</b>

(II) Voted **against** the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		0	0	0
Remote e-voting		0	0	0
<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>

(III) **Invalid** Votes:

Particulars (Mode)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	0	0
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

2.6. **Resolution No.6:**

**To appoint Mr. Milin Mehta (DIN: 01297508) as Independent Director:**

(I) Voted **in Favour** of the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		10	813818	19.44
Remote e-voting		18	3373398	80.56
<b>Total</b>		<b>28</b>	<b>4187216</b>	<b>100.00</b>





(II) Voted **against** the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		0	0	0
Remote e-voting		0	0	0
<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>

(III) **Invalid** Votes:

Particulars (Mode)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	0	0
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

2.7. **Resolution No.7:**

**To re-designate Mr. Amit Sanghvi (DIN: 00022444) as Managing Director:**

(I) Voted **in Favour** of the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		10	813818	19.44
Remote e-voting		18	3373398	80.56
<b>Total</b>		<b>28</b>	<b>4187216</b>	<b>100.00</b>

(II) Voted **against** the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		0	0	0
Remote e-voting		0	0	0
<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>

(III) **Invalid** Votes:

Particulars (Mode)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	0	0
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



## 2.8. Resolution No.8:

**To approve increase in remuneration of Mr. Amit Sanghvi (DIN: 00022444):**

(I) Voted **in Favour** of the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll	10		813818	19.44
Remote e-voting	18		3373398	80.56
<b>Total</b>	<b>28</b>		<b>4187216</b>	<b>100.00</b>

(II) Voted **against** the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0		0	0
Remote e-voting	0		0	0
<b>Total</b>	<b>0</b>		<b>0</b>	<b>0</b>

(III) **Invalid** Votes:

Particulars (Mode)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	0	0
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

## 2.9. Resolution No. 9:

**To re-designate Mr. Mahendra Sanghvi (DIN: 00084162) as Executive Chairman of the Company:**

(I) Voted **in Favour** of the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll	10		813818	19.44
Remote e-voting	18		3373398	80.56
<b>Total</b>	<b>28</b>		<b>4187216</b>	<b>100.00</b>



(II) Voted **against** the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		0	0	0
Remote e-voting		0	0	0
<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>

(III) **Invalid** Votes:

Particulars (Mode)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	0	0
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

2.10. **Resolution No. 10:**

**To alter Articles 143 and 94 of the Articles of Association of the Company:**

(I) Voted **in Favour** of the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		10	813818	19.44
Remote e-voting		18	3373398	80.56
<b>Total</b>		<b>28</b>	<b>4187216</b>	<b>100.00</b>

(II) Voted **against** the Resolution:

Particulars (Mode)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		0	0	0
Remote e-voting		0	0	0
<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>

(III) **Invalid** Votes:

Particulars (Mode)	Total number of members whose votes were declared invalid	Total number of votes cast by them





Poll	0	0
Remote e-voting	0	0
Total	0	0

Note: Figures in percentage have been rounded off to 2 decimal points.

3. The resolutions are passed with requisite majority.
4. The electronic data along with the poll papers and all the other relevant records relating to e-voting and the Poll papers received are under my safe custody and will be handed over to the Company Secretary /Chairman duly authorized by the Board for preserving safely after the Chairman signs the minutes.

Thanking you,

Yours Faithfully,

*S. Samdani*  
S. Samdani  
Partner  
Samdani Shah & Asso.  
Company Secretaries  
FCS # 3677



Date: 10<sup>th</sup> August, 2015  
Place: Vadodara

Countersigned by:  
For Shaily Engineering Plastics Limited

*Mahendra Sanghvi*

Mahendra Sanghvi  
Chairman

# **Results of Voting of Shaily Engineering Plastics Limited**

Date of AGM : 08th August, 2015

Time : 12.00 noon

Place: Survey No. 364/366, At & Po. Rania Ta. Savli. Dist. Vadodara

Total No. of Shareholder on record date: 838

No. of Shareholders present in the meeting either in person or through proxy\*: 17

Promoters & Promoter Group : 4  
Public : 13

No. of Shareholders attending the meeting through Video Conferencing: Not Arranged

Promoters and Promoter Group : 0  
Public : 0

Details of Agenda:

Promoter/Public	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Resolution No. 1: Adoption of Financial Statement for the year ended on 31st March, 2015</b>							
<b>Resolution required : (Ordinary)</b>							
<b>Mode of Voting : (E-Voting)</b>							
Promoter and Promoter Group	4499843	3220088	71.56	3220088	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	153310	4.01	153310	0	100	0
Total (A)	8318430	3373398	40.55	3373398	0	100	0
<b>Mode of Voting : (Poll)</b>							
Promoter and Promoter Group	4499843	214940	4.78	214940	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	598878	15.68	598878	0	100	0
Total (B)	8318430	813818	9.78	813818	0	100	0
Result (A+B)	8318430	4187216	50.34	4187216	0	100	0
<b>Resolution No. 2 : Declaration of Dividend on Equity shares</b>							
<b>Resolution Required : (Ordinary)</b>							
<b>Mode of Voting : (E-Voting)</b>							
Promoter and Promoter Group	4499843	3220088	71.56	3220088	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	153310	4.01	153310	0	100	0
Total (A)	8318430	3373398	40.55	3373398	0	100	0
<b>Mode of Voting : (Poll)</b>							
Promoter and Promoter Group	4499843	214940	4.78	214940	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	598878	15.68	598878	0	100	0
Total (B)	8318430	813818	9.78	813818	0	100	0
Result (A+B)	8318430	4187216	50.34	4187216	0	100	0
<b>Resolution No. 3 : Re-appointment of Mr. Amit Sanghvi who retires by rotation</b>							
<b>Resolution Required : (Ordinary)</b>							
<b>Mode of Voting : (E-Voting)</b>							
Promoter and Promoter Group	4499843	3220088	71.56	3220088	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	153310	4.01	153310	0	100	0
Total (A)	8318430	3373398	40.55	3373398	0	100	0
<b>Mode of Voting : (Poll)</b>							
Promoter and Promoter Group	4499843	214940	4.78	214940	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	598878	15.68	598878	0	100	0
Total (B)	8318430	813818	9.78	813818	0	100	0
Result (A+B)	8318430	4187216	50.34	4187216	0	100	0





Resolution No. 4 : Appointment of M/s. Deloitte Haskins & Sells., Chartered Accountants, as Statutory Auditors						
Resolution Required : (Ordinary)						
Mode of Voting : (E-Voting)						
Promoter and Promoter Group	4499843	3220088	71.56	3220088	0	100
Public - Institutional holders	0	0	0	0	0	0
Public- Others	3818587	153310	4.01	153310	0	100
Total (A)	8318430	3373398	40.55	3373398	0	100
Mode of Voting : (Poll)						
Promoter and Promoter Group	4499843	214940	4.78	214940	0	100
Public - Institutional holders	0	0	0	0	0	0
Public- Others	3818587	598878	15.68	598878	0	100
Total (B)	8318430	813818	9.78	813818	0	100
Result (A+B)	8318430	4187216	50.34	4187216	0	100

Resolution No. 5 : Approval of Remuneration of Cost Auditors						
Resolution Required : (Ordinary)						
Mode of Voting : (E-Voting)						
Promoter and Promoter Group	4499843	3220088	71.56	3220088	0	100
Public - Institutional holders	0	0	0	0	0	0
Public- Others	3818587	153310	4.01	153310	0	100
Total (A)	8318430	3373398	40.55	3373398	0	100
Mode of Voting : (Poll)						
Promoter and Promoter Group	4499843	214940	4.78	214940	0	100
Public - Institutional holders	0	0	0	0	0	0
Public- Others	3818587	598878	15.68	598878	0	100
Total (B)	8318430	813818	9.78	813818	0	100
Result (A+B)	8318430	4187216	50.34	4187216	0	100

Resolution No. 6 : Appointment of Mr. Milin Mehta as an Independent Director						
Resolution Required : (Ordinary)						
Mode of Voting : (E-Voting)						
Promoter and Promoter Group	4499843	3220088	71.56	3220088	0	100
Public - Institutional holders	0	0	0	0	0	0
Public- Others	3818587	153310	4.01	153310	0	100
Total (A)	8318430	3373398	40.55	3373398	0	100
Mode of Voting : (Poll)						
Promoter and Promoter Group	4499843	214940	4.78	214940	0	100
Public - Institutional holders	0	0	0	0	0	0
Public- Others	3818587	598878	15.68	598878	0	100
Total (B)	8318430	813818	9.78	813818	0	100
Result (A+B)	8318430	4187216	50.34	4187216	0	100

Resolution No. 7 : Change in designation (re-designation) of Mr. Amit Sanghvi from Whole-time Director to Managing Director						
Resolution Required : (Ordinary)						
Mode of Voting : (E-Voting)						
Promoter and Promoter Group	4499843	3220088	71.56	3220088	0	100
Public - Institutional holders	0	0	0	0	0	0
Public- Others	3818587	153310	4.01	153310	0	100
Total (A)	8318430	3373398	40.55	3373398	0	100
Mode of Voting : (Poll)						
Promoter and Promoter Group	4499843	214940	4.78	214940	0	100
Public - Institutional holders	0	0	0	0	0	0
Public- Others	3818587	598878	15.68	598878	0	100
Total (B)	8318430	813818	9.78	813818	0	100
Result (A+B)	8318430	4187216	50.34	4187216	0	100





Resolution No. 8: Increase in remuneration of Mr. Amit Sanghvi, Managing Director							
Resolution Required : (Special)							
Mode of Voting : (E-Voting)							
Promoter and Promoter Group	4499843	3220088	71.56	3220088	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	153310	4.01	153310	0	100	0
Total (A)	8318430	3373398	40.55	3373398	0	100	0
Mode of Voting : (Poll)							
Promoter and Promoter Group	4499843	214940	4.78	214940	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	598878	15.68	598878	0	100	0
Total (B)	8318430	813818	9.78	813818	0	100	0
Result (A+B)	8318430	4187216	50.34	4187216	0	100	0

Resolution No. 9: Change in designation (re-designation) of Mr. Mahendra Sanghvi from Managing Director to Executive Chairman							
Resolution Required : (Ordinary)							
Mode of Voting : (E-Voting)							
Promoter and Promoter Group	4499843	3220088	71.56	3220088	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	153310	4.01	153310	0	100	0
Total (A)	8318430	3373398	40.55	3373398	0	100	0
Mode of Voting : (Poll)							
Promoter and Promoter Group	4499843	214940	4.78	214940	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	598878	15.68	598878	0	100	0
Total (B)	8318430	813818	9.78	813818	0	100	0
Result (A+B)	8318430	4187216	50.34	4187216	0	100	0

Resolution No. 10: Amend Articles of Association of the Company							
Resolution Required : (Special)							
Mode of Voting : (E-Voting)							
Promoter and Promoter Group	4499843	3220088	71.56	3220088	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	153310	4.01	153310	0	100	0
Total (A)	8318430	3373398	40.55	3373398	0	100	0
Mode of Voting : (Poll)							
Promoter and Promoter Group	4499843	214940	4.78	214940	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public- Others	3818587	598878	15.68	598878	0	100	0
Total (B)	8318430	813818	9.78	813818	0	100	0
Result (A+B)	8318430	4187216	50.34	4187216	0	100	0

