

Shaily Engineering Plastics Limited

CIN: L51900GJ1980PLC065554

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

Web : www.shaily.com | Email : investors@shaily.com | secretarial@shaily.com

Notice of 43rd Annual General Meeting

Dear Members,

NOTICE is hereby given that the 43rd Annual General Meeting ('AGM') of the Members of Shaily Engineering Plastics Limited will be held on **Friday, 29th September 2023, at 10:30 A.M., IST** through Video Conferencing ("VC") / other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

Item No. 1 – To approve and adopt Audited Consolidated and Standalone Financial Statements for the year ended on March 31, 2023.

To receive, consider and adopt the Audited Consolidated and Standalone Financial Statements of the Company for the year ended on 31st March 2023, including Consolidated and Standalone Balance Sheet as on 31st March 2023, 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 – To consider the appointment of Mr. Amit Sanghvi as Director liable to retire by rotation.

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

Explanation: Based on the terms of appointment, executive directors and the non-executive and non-independent chairman are subject to retirement by rotation. Mr. Amit Sanghvi, who was initially appointed on October 1, 2011, and last appointed on August 8, 2019, and whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. Based on performance evaluation and the recommendation of the nomination and remuneration committee, the Board recommends his reappointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Amit Sanghvi (DIN: 00022444) as a director, who is liable to retire by rotation.

Item no. 3 – Appointment of M/s B S R and Co., (Firm Registration No. 128510W), Chartered Accountants, as Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable rules, if any, M/s. B S R and Co., Chartered Accountants, Ahmedabad (a member entity of BSR & Affiliates) having ICAI Firm Registration No. 128510W, who have confirmed their eligibility to be appointed as Statutory Auditors, be and are hereby appointed as the Statutory Auditors of the Company for the second term of five consecutive years and to hold office from the conclusion of the 43rd AGM till the conclusion of the 48th AGM, to be held in the year 2028, at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

Special Business:

Item No. 4 – Ratification of remuneration to be paid 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(3) of the Companies Act, 2013 read with Rule 14 of 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 of ₹100,000/- (Rupees One Lac) p.a. plus applicable tax, travelling and out of pocket expenses payable to M/s Y. S. Thakar & Co., Cost Accountants, Vadodara, (Firm Registration No. 00318), appointed by the Board of Directors on the recommendation of the Audit Committee of the Company, as Cost Auditors, to conduct audit of the cost records of the Company for the F. Y. 2023-24 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. 5 Sub-division of Equity Shares of the Company from the nominal value of ₹10/- (Rupees Ten only) to ₹2/- (Rupees Two only) per Equity share:

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provision of Section 61(d) read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder

(including any statutory modification or re-enactment thereof, for the time being in force) and the provisions of Articles of Association of the Company and subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies, consent of the members of the company be and is hereby accorded for the Sub-division of each of the Equity Share of the Company having a nominal value of ₹10/- (Rupees Ten only) each fully paid up into 5 (Five) Equity Shares having a nominal value of ₹2/- (Rupees Two only) each fully paid up ("Sub-division").

RESOLVED FURTHER THAT pursuant to the Sub-division of the Equity shares of the Company, the Authorised, Issued, Subscribed and Paid-up Equity share capital of 1 (One) equity share of nominal value of ₹10/- (Rupees Ten only) each shall stand sub-divided into 5 (Five) Equity shares having nominal value of ₹2/- (Rupees Two only) each from the record date as may be determined by the Board of Directors of the Company and shall rank pari passu in all respects with the existing fully paid equity share of ₹ 10/- each of the company.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of ₹ 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "Record Date" and the Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the company, in lieu of such existing issued share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares of nominal value of ₹2/- (Rupee Two only) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution".

Item No. 6 – Alteration of Capital Clause of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to Section 13 read with 61 and all other applicable provisions, if any of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force) and the Rules framed thereunder and subject to the approval(s), consent(s), permission(s) and sanction(s) as

may be necessary from the appropriate authorities or bodies, if any, the approval of the Members of the Company be and is hereby accorded for amendment of the existing Clause V of the Memorandum of Association of the Company by substituting with the following clause:

V. The Authorised share capital of the Company is ₹16,00,00,000 (Rupees Sixteen Crores only) comprising of 4,58,67,510 (Four Crores Fifty-Eight Lakhs Sixty-Seven Thousand Five Hundred and Ten only) Equity Shares of ₹2/- (Rupees Two only) each"

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Executive Directors and Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters, and things and to give such directions as may be necessary or expedient for the purpose of giving effect to the above Resolution. "

Item No. 7 – Re-Appointment of Mr. Amit Sanghvi as Managing Director.

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

"RESOLVED pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) & re-enactment thereof for the time being in force], and pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to approval of concerned authorities, if required, the consent of the members, be and is hereby accorded for reappointment of Mr. Amit Sanghvi (DIN: 00022444) as a Managing Director of the Company for a period of 3 (three) years from 01st October 2023 to 30th September 2026, on a remuneration and other terms and conditions as detailed hereunder.

Term of Appointment:

3 (Three) years from 1st October 2023 to 30th September 2026, liable to retire by rotation.

Remuneration:

Basic Salary, Perquisites and other allowances / benefits at ₹25 lakh per month.

Perquisites and allowances:

- Housing: House Rent Allowance, maintenance expense, society charges and like charges on actual basis as per the rules of the Company.
- Leave Travel Concession for self and family as per the rules of the Company.
- Medical Reimbursement: Medical Insurance and Personal Accident Insurance, as per rules of the Company.
- Conveyance: As per rules of the Company.

- (e) Free Telephone facility at the residence as per rules of the Company.
- (f) Free facility of company owned car with driver as per rules of the Company.
- (g) Contribution to Provident Fund, Superannuation Fund/ National Pension Scheme and Gratuity Fund shall be as per rules of the Company.
- (h) Leave: As per rules of the Company.
- (i) Other perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

Commission:

Mr. Amit Sanghvi shall also be paid commission, in addition to salary, perquisites, allowances and others, calculated with reference to net profits of the Company in a financial year, as may be determined by the Board of Directors of the Company at the end of each financial year or a part of the year, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT in event of absence or inadequacy of profits in any financial year during the tenure of Mr. Amit Sanghvi as a Managing Director, the remuneration specified above shall be paid and allowed to Mr. Amit Sanghvi, as a minimum remuneration for such financial year.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to alter and vary the remuneration and terms and conditions of the said appointment to the extent, recommended by the Nomination and Remuneration Committee, from time to time and as may be considered appropriate, subject to the overall limits specified above in the resolution and the Companies Act, 2013, and as may be agreed to between the Board of Directors and Mr. Amit Sanghvi.

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, be and are hereby severally authorised to complete the legal and administrative formalities thereunder and to do all such acts, deeds and things, necessary and expedient to give effect to this resolution."

Item No. 8 – Revision in Remuneration to be paid to Mrs. Tilottama Sanghvi, Whole Time Director, effective from 1st April 2023.

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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modifications(s) & re-enactment thereof for the time being in force], and other rules made thereunder, subject to approval of concerned authorities, if required, the consent of the members, be and is hereby accorded for revision of remuneration of

Mrs. Tilottama Sanghvi (DIN : 00190481), Whole Time Director, effective from 01st April, 2023, for the remaining period of her tenure i.e. upto 31st January, 2026, on the terms and conditions as detailed hereunder.

Remuneration:

Basic Salary, Perquisites and other allowances / benefits at ₹7.5 lakh per month.

Perquisites and allowances:

- (a) Housing: House Rent Allowance, maintenance expense, society charges and like charges on actual basis as per the rules of the Company.
- (b) Leave Travel Concession for self and family as per the rules of the Company.
- (c) Medical Reimbursement: Medical Insurance and Personal Accident Insurance, as per rules of the Company.
- (d) Conveyance: As per rules of the Company.
- (e) Free Telephone facility at the residence as per rules of the Company.
- (f) Free facility of company owned car with driver as per rules of the Company.
- (g) Contribution to Provident Fund, Superannuation Fund/ National Pension Scheme and Gratuity Fund shall be as per rules of the Company.
- (h) Leave: As per rules of the Company.
- (i) Other perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

Commission:

Mrs. Tilottama Sanghvi shall also be paid commission, in addition to salary, perquisites, allowances and others, calculated with reference to net profits of the Company in a financial year, as may be determined by the Board of Directors of the Company at the end of each financial year or a part of the year, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013.

Resolved Further That in event of absence or inadequacy of profits in any financial year during the tenure of Mrs. Tilottama Sanghvi as Whole Time Director, the remuneration specified above shall be paid and allowed to Mrs. Tilottama Sanghvi, as a minimum remuneration for such financial year.

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 recommended by the Nomination and Remuneration Committee, from time to time and as may be considered appropriate, subject to the overall limits specified above in the resolution and the Companies Act, 2013, and as may be agreed to between the Board of Directors and Mrs. Tilottama Sanghvi.

Item No. 9 – Revision in Remuneration to be paid to Mr. Laxman Sanghvi, Executive Director, effective from 1st April 2023

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

“Resolved That pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modifications(s) & re-enactment thereof for the time being in force], and other rules made thereunder, subject to approval of concerned authorities, if required, the consent of the members be and is hereby accorded for revision of remuneration of Mr. Laxman Sanghvi, (DIN : 00022977) Executive Director, effective from 01st April, 2023, for the remaining period of his tenure i.e. upto 31st March, 2025, on the terms and conditions as detailed hereunder.

Remuneration:

Basic Salary, Perquisites and other allowances / benefits at ₹9 Lakhs p.m.

Perquisites and allowances:

- (a) Housing: House Rent Allowance, maintenance expense, society charges and like charges on actual basis as per the rules of the Company.
- (b) Leave Travel Concession for self and family as per the rules of the Company.
- (c) Medical Reimbursement: Medical Insurance and Personal Accident Insurance, as per rules of the Company.
- (d) Conveyance: As per rules of the Company.

- (e) Free Telephone facility at the residence as per rules of the Company.
- (f) Free facility of company owned car with driver as per rules of the Company.
- (g) Contribution to Provident Fund, Superannuation Fund/ National Pension Scheme and Gratuity Fund shall be as per rules of the Company.
- (h) Leave: As per rules of the Company.
- (i) Other perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

Commission:

Mr. Laxman Sanghvi shall also be paid commission, in addition to salary, perquisites, allowances and others, calculated with reference to net profits of the Company in a Financial Year, as may be determined by the Board of Directors of the Company at the end of each Financial Year or a part of the year, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013.

Resolved Further That in event of absence or inadequacy of profits in any Financial Year during the tenure of Mr. Laxman Sanghvi as Executive Director, the remuneration specified above shall be paid and allowed to Mr. Laxman Sanghvi, as a minimum remuneration for such Financial Year.

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 recommended by the Nomination and Remuneration Committee, from time to time and as may be considered appropriate, subject to the overall limits specified above in the resolution and the Companies Act, 2013, and as may be agreed to between the Board of Directors and Mr. Laxman Sanghvi.

Registered Office:

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

Place: Vadodara

Date: 2nd September, 2023

For and on behalf of the Board of Directors



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 resolutions as set out above, is annexed hereto and forms part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") vide its has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (collectively referred to as "SEBI circulars") permitted the Companies for holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015) and the circulars, the 43rd AGM of the Company will be held through VC/OAVM on Friday, 29th September, 2023, at 10:30 A.M., (IST) The deemed venue for the 43rd AGM shall be Survey No. 364/366 At & Po. Rania, Taluka - Savli, Vadodara – 391780, Gujarat, India.
3. Since this AGM is being held through VC/OAVM, pursuant to MCA circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** However, the Body(ies) Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. In compliance with the aforesaid MCA and SEBI Circulars, notice of the 43rd AGM alongwith the Annual Report 2022-23 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.shaily.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, in relation to e-Voting Facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system prior to the date of AGM as well as during the AGM will be provided by NSDL.
8. Corporate members intending to attend the meeting are requested to send a scanned certified copy of the Board resolution to the Company through Email at investors@shaily.com or secretarial@shaily.com authorizing their representative(s) to attend and vote on their behalf at the meeting.
9. 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, electronically, by the members of the Company.
10. The Register of Members of the Company will remain closed from Friday, 23rd September, 2023, to Friday, 29th September, 2023 (both days inclusive), for the purpose of 43rd Annual General Meeting for the Financial Year ended 31st March 2023.
11. 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.
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 the Annual General Meeting. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send a request from their registered Email ID mentioning their name, DP ID and Client ID/Folio No., PAN, Mobile No. to the Company at investors@shaily.com.
 13. All the work related to share registry in terms of both – physical & electronic, are being carried out by the Company's Registrar & Share Transfer Agent ("RTA") – Bigshare Services Pvt. Ltd at Office No. S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra, India. Tel No. 022-6263 8200. Email: investor@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 for shareholders who hold their shares in Demat form. For shares held in physical form, it is requested to update their details with the RTA of the Company, Bigshare Services Pvt. Ltd at their website www.bigshareonline.com
 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. M/s Samdani Shah & Kabra, Company Secretaries, Vadodara, has been appointed as the Scrutiniser for reviewing and scrutinising the e-voting process.
 17. Process of registration of Email Id for obtaining Annual Report, and updation of bank account mandate for receipt of dividend:
 - i. For shares held in physical mode, members are requested to visit on the website of Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited at <https://bigshareonline.com/InvestorRegistration.aspx> and upload required document(s) therein.
 - ii. For shares held in Demat mode, members are requested to update Email id and Bank Account details with their respective Depository Participants.
 18. Shareholders are requested to register their e-mail address with Bigshare Services Pvt Ltd, by clicking the link: <https://www.bigshareonline.com/> and follow the registration process as guided therein. Shareholders are requested to provide details such as Name, Folio number, Certificate number, PAN, mobile number, e-mail ID, and also upload the image of share certificate and a duly signed request letter (up to 1 MB) in PDF or JPEG format.
 19. Alternatively, Members may send a request to the RTA of the Company, Bigshare Services Pvt Ltd. at registering email ID: investor@bigshareonline.com. The request letter contains name of the Member, Folio No., mobile no., and email address to be registered/updated. The request shall be duly signed by Member (first holder, in case of jointly held) and be accompanied with self-attested scanned copy of PAN.
 20. Members who have not claimed their dividend for the F.Y. 2015-16 are requested to claim their unclaimed dividend before 15th September 2023. Members who have not encashed their above Dividend warrants may approach the Company/RTA immediately for revalidation. The Company shall thereafter process to transfer the unclaimed dividend amount to the Investor Education and Protection Fund and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred.
- THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**
- The remote e-voting period begins on Tuesday, 26th September, 2023 at 09:00 A.M. and ends on Thursday, 28th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 22nd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 22nd September, 2023.
- 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 and joining virtual meetings 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 10px;">   </div> <div style="text-align: center; margin: 0 10px;">   </div> </div>

Type of shareholders	Login Method
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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meetings 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:

Login type	Helpdesk details
Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 samdanic@gmail.com with a copy marked to evoting@nsdl.co.in. 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 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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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 (Company email id).
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 (Company email id). 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 and joining virtual meeting for Individual shareholders holding securities in Demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
7. 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.nsdl.com, under help section or write an email to evoting@nsdl.co.in.

Explanatory Statement under Section 102 of the Companies Act, 2013 ('Act')

Item No. 3

Appointment of M/s B S R and Co., (Firm Registration No. 128510W), Chartered Accountants, as Statutory Auditors of the Company.

M/s. B S R & Associates LLP, Chartered Accountants, were appointed as the Independent Auditors of the Company for a period of five (5) years from F.Y. 2018-19 to F.Y. 2022-23 i.e. from the conclusion of the 38th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company in the Board meeting held on 14th May, 2018 and subsequently approved by the shareholders in the 38th Annual General Meeting held on 13th August, 2018. Accordingly, the 1st term of the appointment of M/s B S R & Associates, LLP, Chartered Accountants is going to be completed in the ensuing 43rd Annual General Meeting.

Pursuant to section 139 of the Companies Act, 2013 read with Chapter X of the Companies (Audit and Auditors) Rules, 2014.

For the purpose of the rotation of auditors-

- (i) in case of an auditor (whether an individual or audit firm), the period for which the individual or the firm has held office as auditor prior to the commencement of the Act shall be taken into account for calculating the period of five consecutive years or ten consecutive years, as the case may be.
- (ii) **the incoming auditor or audit firm shall not be eligible if such auditor or audit firm is associated with the outgoing auditor or audit firm under the same network of audit firms.**

Explanation. I – For the purposes of these rules the term “same network” includes the firms operating or functioning, hitherto or in future, under the same brand name, trade name or common control.

Explanation. II – For the purpose of rotation of auditors, -

- (a) a break in the term for a continuous period of five years shall be considered as fulfilling the requirement of rotation;
- (b) if a partner, who is in charge of an audit firm and also certifies the Financial Statements of the company, retires from the said firm and joins another firm of chartered accountants, such other firm shall also be ineligible to be appointed for a period of five years.

In view of the above-mentioned legal provisions, appointment (and not reappointment or change in auditor) of M/s B S R and Co, Chartered Accountants (Firm Registration Number: 128510W) as the Statutory Auditors of the Company for a period of 5 consecutive years of BSR & Affiliates network firms, commencing from the conclusion of 43rd Annual

General Meeting (AGM) till the conclusion of the 48th AGM of the Company on remuneration to be fixed by the Board of Directors as may be recommended by the Audit Committee, subject to the approval of the Shareholders at the ensuing 43rd AGM of the Company shall be considered.

M/s. B S R and Co., Chartered Accountants have confirmed that they are eligible for the proposed appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the ICAI and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint M/s. BSR and Co., Chartered Accountants, having registration No. 128510W, as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of the 43rd Annual General Meeting till the conclusion of the 48th AGM of the Company.

The terms and conditions of appointment of the Statutory Auditors and the remuneration are as follows:

Current Remuneration	₹23,50,000/- plus applicable taxes, travelling and other out-of-pocket expenses
Proposed Remuneration	Same as Above
Tenure	Second term of 5 consecutive years

The remuneration payable to the Statutory Auditors for the remaining tenure of the proposed appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee. The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks.

The Board of Directors recommends the resolution at Item No. 3 of the Notice for approval by the Members by way of an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Item No. 4

Ratification of Remuneration to Cost Auditors for the F.Y. 2023-24

The company is required under section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, to have the audit of its cost records for the products covered under the

Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice. Based on the documents made available and the discussions held at the meeting of the Audit Committee, it was considered and recommended the appointment and remuneration of the Cost Auditors to the Board of Directors. The Board of Directors of the Company, upon recommendation of the Audit Committee, at their respective meetings held on 20th May, 2023, 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 F.Y. 2023-24.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for audit of the cost records of the Company for the F.Y. 2023-24 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends resolution at Item No. 4 of this Notice for approval by the Members by way of an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution Item No. 4 of this Notice.

Item No. 5 & 6

Sub-division of Equity Shares of the Company from the nominal value of ₹10/- (Rupees Ten only) to ₹2/- (Rupees Two only) per Equity share and alteration of Capital Clause of Memorandum of Association of the Company:

The Equity Shares of the Company are listed and traded on BSE and NSE.

With a view to enhance the liquidity of the Company's equity shares and to encourage the participation of small investors by making equity shares more affordable to invest in the equity shares of the Company, the Board of Directors of the Company at its meeting held on September 2, 2023, considered and approved the Sub-division of the existing Equity shares of the Company, such that each Equity share of the Company having nominal value of ₹10/- (Rupees Ten only) fully paid-up, be sub-divided into 5 (Five) Equity shares having nominal value of ₹2/- (Rupees Two only) each, fully paid-up, ranking pari-passu in all respects with the existing Equity shares of the Company, with effect from such date as may be fixed by the Board, as the Record Date, subject to the approval of shareholders of the Company.

Presently, the Authorized Share Capital of the Company is ₹16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 Equity Shares of ₹10/- (Rupees Ten only) each and the paid-up share capital of the Company is ₹9,17,35,020/- (Rupees Nine Crores Seventeen Lacs Thirty Five Thousands

Twenty Only) divided into 91,73,502 Equity Shares of ₹10/- (Rupees Ten Only) each fully paid-up.

The proposed Sub-division of Equity Shares will not result in any change in the amount of authorized and paid-up share capital of the Company. The sub-division of shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association ('MoA') of the Company as set out at item 6 of this Notice to reflect the change in nominal value of each Equity Share of the Company from existing ₹10 (Rupees Ten Only) each to proposed ₹2/- (Rupees Two Only) each. Additionally, such Sub-division shall not be construed as reduction in share capital of the Company. In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is required by way of ordinary resolution for alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 5 & 6 except to the extent of their shareholding in the Company.

The Board recommends the resolutions as set out at Item No. 5 & 6 of this Notice for approval of the Members as an Ordinary Resolution(s).

Item No. 7

Re-Appointment of Mr. Amit Sanghvi as Managing Director

Mr. Amit Sanghvi, aged 40 years, is an Electrical Engineer from University of Ottawa and has pursued his M. Sc in Supply Chain and manufacturing from Pennsylvania State University. He initiated his career with Arete Inc. (USA) as a Business Process Consultant for Pepsi and Coke and has progressively worked his way to the position of high cadre. He has also worked with reputed companies such as PAS Romania, Pepsi Bottling Group (PBG), New York, Coca Cola Bottling, Indonesia. At Shaily, he started off as General Manager – Projects. Considering his performance, he was elevated to a Whole-Time Director and there after entrusted with the responsibilities of a Managing Director, since 16th May 2015.

Considering the efforts and involvement of Mr. Amit Sanghvi and that the Company has made rapid progress and shown healthy growth in terms of revenues as well as in terms of profits under his leadership, the Board of Directors, on 20th May 2023, on the recommendation of Nomination & Remuneration Committee, approved the re-appointment of Mr. Amit Sanghvi as Managing Director of the Company for a period of 3 (three) years w.e.f. 01st October, 2023 to 30th September, 2026.

The details of Mr. Amit Sanghvi as required under the provisions of Regulation 36(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, and under Schedule V of the Companies Act, 2013 and other applicable provisions are provided in Annexure – A & B to this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 7 of this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Amit Sanghvi, Mrs. Tilottama Sanghvi and Mr. Mahendra Sanghvi, has any concern or interest, financial or otherwise, in resolution Item No. 7 of this Notice.

Since the remuneration proposed to be paid to Mr. Amit Sanghvi exceeds the limit specified under Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors recommends resolution at Item No. 7 of this Notice for approval by the Members by way of Special Resolution.

Item No. 8

Revision in Remuneration to be paid to Mrs. Tilottama Sanghvi, Whole Time Director, effective from 1st April 2023

Mrs. Tilottama Sanghvi, aged 74 years, is a Science Graduate. She is the Whole Time Director of the Company. She has been involved in the operations of the Company, specifically the EOU Plant, administration, and stores operation. She also takes care of budgeting of projects and other areas. She has made significant contributions towards the growth of the Company.

The members of the company at its 42nd Annual General Meeting of the Company approved the reappointment with remuneration of ₹5 lacs p.m. to be paid to Mrs. Tilottama Sanghvi, Whole Time Director. There has been no revision in terms and conditions of remuneration since then.

Considering the increase in overall performance of the Company, it is proposed to revise the remuneration of Mrs. Tilottama Sanghvi, Whole Time Director from existing ₹5 lacs per month plus perquisites to ₹7.5 lacs per month plus perquisites with effect from 1st April 2023.

Section 197 of the Companies Act, 2013, specifies that the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-Time Director in respect of any financial year shall not exceed eleven percent of the net profits of the Company (ten percent for all Whole-Time Directors), for that financial year computed in the manner prescribed under the Act. It is further prescribed that the Company shall obtain approval of the members for payment of remuneration exceeding eleven percent of the net profits of the Company, subject to the provisions of Schedule V of the Act.

Simultaneously, Regulation 17(6)(e) of the SEBI Listing Regulations, 2015 specifies that if the remuneration paid to all executive directors who are promoters or member of the Promoter Group, exceeds five percent of the net profits of the Company, such remuneration shall require approval of shareholders by way of **Special resolution**.

Since the remuneration proposed to be paid to Mrs. Tilottama Sanghvi exceeds the limit specified under Schedule V of the

Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends the Special Resolution Item No. 8 of the Notice for approval by the Members.

The details of Mrs. Tilottama Sanghvi as required under the Secretarial Standards – 2 on General Meetings and Schedule V of the Companies Act, 2013 are provided in Annexure A & B to this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mrs. Tilottama Sanghvi, Mr. Mahendra Sanghvi and Mr. Amit Sanghvi has any concern or interest, financially or otherwise, in the resolution at Item No. 8 of this Notice. The Board of Directors recommends resolution at Item No. 8 of this Notice for approval by the Members by way of Special Resolution.

Item No. 9

Revision in Remuneration to be paid to Mr. Laxman Sanghvi, Whole Time Director, Effective from 1st April 2023

Mr. Laxman Sanghvi is the Promoter and Executive Director of the Company. He is a qualified Chartered Accountant and a Law graduate. Prior to setting up Shaily Engineering Plastics Limited, he had his own Independent Chartered Accountancy Practice. In the past, he served as the President of Panchmahal Industries Association. At Shaily, he looks after the Purchase and Projects. He has been a crucial part in setting of the Carbon Steel facility of new plastics plant of the Company, located at Village Chandrapura, Halol, Gujarat.

The Board considers that the knowledge, experience and expertise of Mr. Laxman Sanghvi in the field of Plastics business and handling of new and existing projects is of impetus to the growth of the Company and is of the opinion that the re-appointment of Mr. Laxman Sanghvi as an Executive Director shall be beneficial to the Company. The Board recommends the Special Resolution for item No. 9 of the Notice for approval of members.

Considering the increase in overall performance of the Company, it is proposed to revise the remuneration of Mr. Laxman Sanghvi, Executive Director from existing ₹7.5 Lacs p.m. plus perquisites to ₹9 Lacs p.m. plus perquisites with effect from 1st April 2023.

Section 197 of the Companies Act, 2013, specifies that the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-Time Director in respect of any Financial Year shall not exceed eleven percent of the net profits of the Company (ten percent for all Whole-Time Directors), for that Financial Year computed in the manner prescribed under the Act. It is further prescribed that the Company shall obtain approval of the members for payment of remuneration exceeding eleven percent of the net profits of the Company, subject to the provisions of Schedule V of the Act.

Simultaneously, Regulation 17(6)(e) of the SEBI Listing Regulations, 2015 specifies that if the remuneration paid to

all executive directors who are promoters or member of the Promoter Group, exceeds five percent of the net profits of the Company, such remuneration shall require approval of shareholders by way of Special resolution.

Since the remuneration proposed to be paid to Mr. Laxman Sanghvi exceeds the limit specified under Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends the Special Resolution Item No. 9 of the Notice for approval by the Members.

The details of Mr. Laxman Sanghvi as required under the Secretarial Standards – 2 on General Meetings and Schedule V of the Companies Act, 2013 are provided in **Annexure A & B** to this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Laxman Sanghvi, Mr. Mahendra Sanghvi and has any concern or interest, financial or otherwise, in resolution Item No. 9 of this resolution. The Board of Directors recommends resolution at Item No. 9 of this Notice for approval by the Members by way of Special Resolution.

Annexure-A

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings are as under:

a. Executive Director

Name of Director	Mr. Amit Sanghvi	Mrs. Tilottama Sanghvi	Mr. Laxman Sanghvi
Age	40 Year	74 years	67 years
Qualification	M.Sc. in Supply Chain and Management. Graduation in Electrical Engineering	Bachelors in science	Chartered Accountant Bachelor's in Law (LLB) Master's in Commerce
Nature of Expertise in specific functional area	Management & Leadership	Management & Leadership	Projects, Purchase, Rich business Experience
Date of first appointment on to the Board	01.10.2011	09.03.1995	09.03.1995
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Mrs. Tilottama Sanghvi – Mother Mr. Mahendra Sanghvi - Father	Mr. Mahendra Sanghvi – Spouse Mr. Amit Sanghvi – Son	Mr. Mahendra Sanghvi - Brother
Directorship in Listed Entities as on 20 May 2023	Shaily Engineering Plastics Limited	Shaily Engineering Plastics Limited	Shaily Engineering Plastics Limited

Name of Director	Mr. Amit Sanghvi	Mrs. Tilottama Sanghvi	Mr. Laxman Sanghvi
Details of other Directorships as on 20 May 2023	Shaily Medical Plastics Private Limited Shaily (UK) Limited	Shaily IDC (India) Private Limited	Shaily IDC (India) Private Limited Panax Appliances Private Limited
Listed Entities from which the Director has resigned in the past three years	NIL	NIL	NIL
Number of Meetings of the Board held & attended during the F.Y. 22-23	5/5	5/5	5/5
Shareholding in the Company including shareholding as a beneficial owner as on 31 March 2023	60,658 equity shares (0.66%)	12,87,715 equity shares (14.04%)	476,424 equity shares (5.19%)
Chairmanship/ Membership of Committees of the Board	Shaily Engineering Plastics Limited Membership - Stakeholders Relationship Committee	Shaily Engineering Plastics Limited Membership - Corporate Social Responsibility Committee - Risk Management Committee	Shaily Engineering Plastics Limited Membership - Corporate Social Responsibility Committee

Annexure – B

Statement under Schedule V of the Companies Act, 2013

1. Nature of Industry	:	The Company is engaged in the manufacture of high precision injection molded plastic components, assemblies, sub – assemblies, for various industries and OEM segments and carbon steel furniture.															
2. Date of expected date of commencement of commercial production	:	Commercial production of the Company has commenced since 1987															
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	:	Not applicable															
4. Financial Performance based on given indicators.	:	<div style="text-align: right;">(₹ in lacs)</div> <table> <tr> <th>Particulars</th><th>FY 2022-23</th><th>FY 2021-22</th></tr> <tr> <td>Revenue</td><td>59,970.82</td><td>56,585.20</td></tr> <tr> <td>Profit before Interest, Depreciation & Tax</td><td>9,111.23</td><td>8,984.68</td></tr> <tr> <td>Profit before Tax</td><td>4,005.17</td><td>4,640.76</td></tr> <tr> <td>Profit After Tax</td><td>2,999.41</td><td>3,514.01</td></tr> </table> <p>Note: Figures pertain to Standalone Financial Statements for the relevant period.</p>	Particulars	FY 2022-23	FY 2021-22	Revenue	59,970.82	56,585.20	Profit before Interest, Depreciation & Tax	9,111.23	8,984.68	Profit before Tax	4,005.17	4,640.76	Profit After Tax	2,999.41	3,514.01
Particulars	FY 2022-23	FY 2021-22															
Revenue	59,970.82	56,585.20															
Profit before Interest, Depreciation & Tax	9,111.23	8,984.68															
Profit before Tax	4,005.17	4,640.76															
Profit After Tax	2,999.41	3,514.01															
5. Foreign investments or collaborations, if any	:	<p>The Company has established Shaily (UK) Limited, wholly owned foreign subsidiary in the United Kingdom. As on 31st March 2023, the investment in Shaily (UK) Limited is as below:</p> <ol style="list-style-type: none"> 2,00,000 equity shares of face value GBP 1/- each fully paid up. 13,50,000 Non-Convertible Preference Shares of GBP 1/- each fully paid up. <p>There are no other foreign collaborations or investments of the Company, except as stated above.</p>															

II. Information about the appointee:

	Mr. Amit Sanghvi
1. Background details	<p>Mr. Amit Sanghvi, aged 40 years, is Electrical. Engineer from University of Ottawa and has pursued his M. Sc in Supply Chain and Manufacturing from Penn State University.</p> <p>He initiated his career with Arete Inc. (USA) as a Business Process Consultant for Pepsi and Coke and has progressively worked his way to the position of high cadre. In the past, he has also worked with reputed companies such as PAS Romania, Pepsi Bottling Group (PBG), New York, Coca Cola Bottling, Indonesia. At Shaily, he started off as General Manager – Projects. Considering his performance, he was elevated to a Whole-Time Director and thereafter entrusted with the responsibilities of a Managing Director, since 16th May, 2015.</p>
2. Past remuneration	Remuneration drawn in F.Y. 2022-23 is 217.76 lacs/-
3. Job profile & suitability	Mr. Amit Sanghvi's job involves managing the entire affairs of the Company including the affairs of the Wholly owned subsidiary of the Company. It requires long term strategy and vision to develop a Company. A Managing Director is entrusted with powers and authority to manage the affairs of the Company. At a young age, he not only has gained education qualification but also the necessary experience to grow the Company and continue the responsibility of being a Managing Director.
4. Remuneration proposed	Detailed under Item No. 07 in the Notice convening the 43 rd Annual General Meeting of the Company.

	Mr. Amit Sanghvi
5. Comparative remuneration profile with respect to Industry, size of Company, Profile of position and person	The proposed remuneration is justified as compared to industry in India as well as abroad.
6. Pecuniary relationship directly or indirectly with the Company, or relationship with Managerial Personnel or other director, if any	Mr. Amit Sanghvi holds 60,658 equity shares of the Company (0.66%). Apart from this, he does not have any other pecuniary relationship with the Company except by way of his contract of employment with the Company. He is relative of Mr. Mahendra Sanghvi and Mrs. Tilottama Sanghvi, Directors of the Company.

III. Other Information:

The Company has achieved a Consolidated revenue from operations of ₹60,706.58 Lacs and Standalone Revenue from operation of ₹59,970.82 Lacs for the year ended on 31st March 2023. The Consolidated Net Profit for the year ended on 31st March 2023 is ₹3,440.17 Lacs and Standalone Net Profit for the year ended on 31st March 2023 is ₹2,864.34 Lacs.

Net profit as per Section 198 of the Companies Act, 2013, for the F.Y. 2022-23 is ₹2,864.34 Lacs. Cumulative Remuneration to be paid to all the Executive Directors, inclusive of remuneration to be paid to Mrs. Tilottama Sanghvi and Mr. Laxman Sanghvi ₹678 Lacs p.a., which is more than 10 % of the Net Profit.

As per relevant rules, profit/in-adequate profit is determined on the basis of profit of previous Financial Year.

The Company is expanding its facilities and incurring capex for the same, therefore, the profit for the F.Y. 2022-23 is in-adequate for the purpose of managerial remuneration as per the provisions of Section 197 read with Schedule V of the Act and relevant rules made thereunder.

Growth of the Company at 31st March, 2015 vis-à-vis as on 31st March, 2023 – Audited

(in ₹ lakhs)

Particulars	31 st March 2015	31 st March 2023	% Change 2015 vis a sis 2023
Revenue	18,125.88	59,970.82	230.85%
Profit before Interest Depreciation & Tax	2,803.88	9,111.23	224.95%
Profit before Tax	1,489.67	4,005.17	168.86%
Profit After Tax	1,300.88	2,999.41	130.57%

Figures on Standalone basis.

At present the profit is in-adequate for the purpose of Managerial remuneration under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. It is however, expected that in the forthcoming years the profit may be adequate for the purpose of managerial remuneration as per the provisions of Section 197 read with Schedule V of the Act and relevant rules made thereunder. The remuneration proposed is in consonance with the growth of the Company.

The Company is continuously improving its productivity and profits in measurable terms. The Company has taken adequate steps for improvements.

II. Disclosures:

The disclosures as required under Schedule V forms part of the Board of Directors report under the heading “Corporate Governance” for the F.Y. 2022-23.