

Secretarial Compliance Report

For the Financial Year ended March 31, 2022

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Samdani Shah & Kabra, Company Secretaries, have examined (a) all the documents and records made available to us and explanation provided by **Shaily Engineering Plastics Limited** having CIN: L51900GJ1980PLC065554 ("Listed Entity"), (b) the filings / submissions made by the Listed Entity to the Stock Exchange, (c) Website of the Listed Entity, (d) any other document / filing, as may be relevant, which has been relied upon to make this certification, for the Financial Year ended March 31, 2022 ("review period") in respect of compliance with the provisions of:

- A. the Securities and Exchange Board of India Act, 1992 and the Regulations, Circulars, Guidelines issued there under; and
- B. the Securities Contracts (Regulation) Act, 1956, rules made there under and the Regulations, Circulars, Guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars / Guidelines issued there under, have been examined for the review period, include: -

- a. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. SEBI (Buy-back of Securities) Regulations, 2018; However, there were no actions / events pursuant to these regulations, hence not applicable.
- d. SEBI (Share Based Employee Benefits) Regulations, 2014; However, there were no actions / events pursuant to these regulations, hence not applicable.
- e. SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; However, there were no actions / events pursuant to these regulations, hence not applicable.
- f. SEBI (Issue and Listing of Debt Securities) Regulations, 2008; However, there were no actions / events pursuant to these regulations, hence not applicable.
- g. SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; However, there were no actions / events pursuant to these regulations, hence not applicable.
- h. SEBI (Prohibition of Insider Trading) Regulations, 2015;
- i. SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- j. SEBI (Delisting of Equity Shares) Regulations, 2009 / 2021; However, there were no actions / events pursuant to these regulations, hence not applicable.
- k. SEBI (Depositories and Participants) Regulations, 2018;
- l. SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; However, there were no actions / events pursuant to these regulations, hence not applicable.
- m. SEBI (Debenture Trustees) Regulations, 1993; However, there were no actions / events pursuant to these regulations, hence not applicable.
- n. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");

and based on the above examination, we hereby report that, during the review period:



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- i. The Listed Entity has complied with the provisions of the above Regulations and Circulars / Guidelines issued there under including Clauses 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines / including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 24A of the Listing Regulations	Secretarial Compliance Report for the year ended on March 31, 2021 was not submitted within stipulated time.	The Company shall ensure timely compliance with applicable Listing Regulations.
2.	Regulation 23(9) of the Listing Regulations	Disclosure of Related Party Transactions on consolidated basis for the half year ended March 31, 2021 was not submitted within stipulated time.	
3.	Regulation 29(2) of the Listing Regulations	Prior intimation of Board Meeting held on October 30, 2021 to consider Financial Results for the quarter & half year ended on September 30, 2021 was not made within stipulated time.	

- ii. The Listed Entity has maintained proper records under the provisions of the above Regulations and Circulars / Guidelines issued there under in so far as it appears from our examination of those records.
- iii. The following are the details of actions taken against the Listed Entity / its Promoters / Directors / Material Subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various Circulars) under the aforesaid Acts / Regulations and Circulars / Guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g., Fines, Warning Letter, Debarment, etc	Observations / Remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Regulation 24A of the Listing Regulations: Delayed submission of Secretarial Compliance Report for the year ended on March 31,	Fine of Rs. 28,320/- levied on July 29, 2021 as per SEBI Circular no. SEBI / HO / CFD / CMD / CIR / P / 2020 /12 dated	Fine of Rs. 28,320/- has been paid by the Company on August 4, 2021.



		2021.	January 22, 2020 ("SEBI Circular")	
2.	BSE Limited	Regulation 23(9) of the Listing Regulations: Non-compliance with disclosure of Related Party Transactions on consolidated basis for the half year ended March 31, 2021.	Fine of Rs. 3,12,700/- levied on August 20, 2021 as per SEBI circular.	Fine of Rs. 3,12,700/- has been paid by the Company on August 25, 2021.
3.		Regulation 23(9) of the Listing Regulations: Non-compliance with disclosure of Related Party Transactions on consolidated basis for the half year ended March 31, 2021.	Fine of Rs. 5,900/- levied on September 7, 2021 as per SEBI Circular	Fine of Rs. 5,900/- has been paid by the Company on September 9, 2021.
4.		Regulation 29(2) of Listing Regulations: Delay in furnishing prior intimation about the meeting of the Board of Directors held on October 30, 2021 for Financial Results	Fine of Rs. 11,800/- levied on November 15, 2021 as per SEBI circular	Fine of Rs. 11,800/- has been paid by the Company on December 2, 2021

iv. The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in previous reports	Observations made in the Secretarial Compliance Report for the year	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity.
Nil				

S. Samdani
Partner

Samdani Shah & Kabra
Company Secretaries
FCS No.: 3677; CP No.: 2863



ICSI Peer Review # 1079/2021
ICSI UDIN: F003677D000412734

Place: Vadodara | Date: May 27, 2022