

Consolidated Scrutinizer's Report

To,
The Chairman,
37th Annual General Meeting of the Equity Shareholders of
Shaily Engineering Plastics Limited
Held on the 9th day of September, 2017, at 03:00 p.m.,
At Survey No. 364-366, At. & Po. Rania, Ta. Savli, Dist.
Vadodara – 391 780,

Scrutinizer's Report on Poll including voting by Electronic Means in respect of the resolutions (businesses) contained in the Notice dated May 20, 2017.

Dear Sir,

I, Suresh Kumar Kabra, Partner, Samdani Shah & Kabra (Erstwhile Samdani Shah & Asso.), Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Shaily Engineering Plastics Limited**, for the purpose of scrutinizing the e-voting process (remote e-voting) and poll taken on the below mentioned resolution(s) / (business(es)), at the 37th Annual General Meeting of the Equity Shareholders of Shaily Engineering Plastics Limited, held on Saturday, September 09, 2017, at 03:00 p.m.

The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made there under; (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the Poll including voting by electronic means (remote e-voting). My responsibility as a Scrutinizer is restricted to give a Consolidated Report on the votes cast by the members for the resolutions (businesses) contained in the Notice dated May 20, 2017, based upon:

- a) The report generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities and;
- b) The scrutiny of the Polling papers received at the 37th Annual General Meeting.

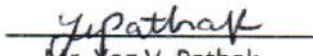
1. I submit my report as under:

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



- 1.2 The locked ballot box was subsequently opened by me in the presence of two witnesses namely Mr. Yog V. Pathak and Mr. Siddharth Pancholi and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting were unblocked on September 09, 2017 around 3:40 p.m. in the presence of above named witnesses who are not in the employment of the Company.

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


Mr. Yog V. Pathak


Mr. Siddharth Pancholi

- 1.3 The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
2. The result of the scrutiny of voting by Poll and voting by electronic means in respect of resolutions (businesses) contained in notice dated May 20, 2017 is as under:

2.1 Resolution (Business) No. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 including Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	28	5203863	13	2146	41	5206009	100.00
Voted against	0	0	0	0	0	0	0.00
Total	28	5203863	13	2146	41	5206009	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.2 Resolution (Business) No. 2:

To declare a final dividend of Rs. 5/- (50%) per equity share for the financial year ended on March 31, 2017. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	28	5203863	13	2146	41	5206009	100.00
Voted against	0	0	0	0	0	0	0.00
Total	28	5203863	13	2146	41	5206009	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.3 Resolution (Business) No. 3:

To appoint a Director, in place of Mr. Laxman Sanghvi (DIN: 00022977), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	28	5203863	13	2146	41	5206009	100.00
Voted against	0	0	0	0	0	0	0.00
Total	28	5203863	13	2146	41	5206009	100.00
Invalid votes	0	0	0	0	0	0	N.A.



2.4 Resolution (Business) No. 4:

To ratify appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (FRN : 117364W) as Statutory Auditors of the Company in accordance with the resolution passed by the members at the 36th Annual General Meeting held on 02nd August, 2016 and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	28	5203863	13	2146	41	5206009	100.00
Voted against	0	0	0	0	0	0	0.00
Total	28	5203863	13	2146	41	5206009	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.5 Resolution (Business) No. 5:

Remuneration to Cost Auditors. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	28	5203863	13	2146	41	5206009	100.00
Voted against	0	0	0	0	0	0	0.00
Total	28	5203863	13	2146	41	5206009	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.6 Resolution (Business) No. 6:

Appointment of Mr. Amit Sanghvi (DIN: 00022444) as Managing Director. (Special Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	27	5168489	13	2146	40	5170635	99.32
Voted against	1	35374	0	0	1	35374	0.68
Total	28	5203863	13	2146	41	5206009	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.7 Resolution (Business) No. 7:

Appointment of Ms. Tilottama Sanghvi (DIN: 00190481) as a Whole Time Director. (Special Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	28	5203863	13	2146	41	5206009	100.00
Voted against	0	0	0	0	0	0	0.00
Total	28	5203863	13	2146	41	5206009	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.8 Resolution (Business) No. 8:

Revision in remuneration of Mr. Mahendra Sanghvi (DIN: 00084162), Executive Chairman. (Special Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	27	5168489	13	2146	40	5170635	99.32
Voted against	1	35374	0	0	1	35374	0.68
Total	28	5203863	13	2146	41	5206009	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.9 Resolution (Business) No. 9:

Approval of charges for service of documents to members. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	27	5168489	13	2146	40	5170635	99.32
Voted against	1	35374	0	0	1	35374	0.68
Total	28	5203863	13	2146	41	5206009	100.00
Invalid votes	0	0	0	0	0	0	N.A.



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

Thanking you,

Yours Faithfully,


Suresh Kumar Kabra
Partner
Samdani Shah & Kabra
(Erstwhile Samdani Shah & Asso.)
Company Secretaries
CP No. 9927



Vadodara, September 09, 2017

For SHAILY ENGINEERING PLASTICS LTD.


Company Secretary