

Shaily Engineering Plastics Limited

CIN: L51900GJ1980PLC065554

Regd. Office: Survey No. 364/366, At & Po. Rania, Ta. Savli, Dist. Vadodara - 391780.

Phone No.: 02667-244307/361 Fax No.: 02667-244372 Email: investors@shaily.com Website: www.shaily.com



Notice

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Shaily Engineering Plastics Limited will be held on **Saturday, 20th December, 2014 at 12.30 p.m. at the Registered Office of the Company at Survey No. 364/366, At & Po. Rania – 391 780, Taluka Savli, Dist. Vadodara** to transact the following Business as Special Business:

Preferential Issue upto 10,00,000 Equity Shares of face value Rs.10/- each to Investor at a Price of Rs. 251/- per Equity Share (i.e. premium of Rs. 241/- per Equity Share) on preferential allotment basis

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

"RESOLVED THAT pursuant to the provisions of Sections 42 & 62 and all other applicable provisions, if any of the Companies Act, 2013 and rules (including any statutory amendments thereto and all modifications or re-enactments thereof for the time being in force) and (the "Act") including any statutory modification(s) thereto or re-enactment thereof and in accordance with the applicable provisions of the Foreign Exchange Management Act, 1999 (the "FEMA", Foreign Exchange Management (Transfer or issue of Security by a Person resident outside India) Regulations, 2000, the relevant provisions of the Memorandum and Articles of Association of the company and in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") and as per the provisions of other applicable rules/regulations/guidelines prescribed by the Security Exchange Board of India ("SEBI") and/or Reserve Bank of India ("RBI") and/or any other statutory/regulatory authority and clarifications thereon issued from time to time, whether in India or abroad, and pursuant to the listing agreement entered into by the company with the BSE Limited ("Stock Exchange") where the securities of the company are listed or to be listed, and subject to all approvals, consents, permissions and/or sanctions as may be required including but not limited to SEBI under the SEBI ICDR Regulations, from the RBI under FEMA, the Foreign Investment Promotion Board and from any other regulatory or statutory authority or body in India and subject to such terms, conditions, alternations, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and as agreed to by the Board of Directors of the company (the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred on the Board by this resolution) and in accordance with the SEBI ICDR Regulations, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, upto 1,000,000 (in words Ten Lakhs only) equity shares of Rs. 10/- each fully paid up for cash by way of preferential allotment, at a price of Rs. 251/- (in words Rupees Two Hundred Fifty One only) per equity share (i.e. at a premium of Rs. 241/- per Share) for an aggregate consideration of Rs. 251,000,000/- (in words Rupees Twenty Five Crores Ten Lakhs only) to Investor on such terms and conditions and in such manner as the Board may think fit subject to

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compliance with the minimum issue price requirement set out in Regulation 76 & 76A of the SEBI ICDR Regulations.

Sr. No.	Name of the Investor	Number of shares	Nominal Value (in Rs.)	Premium (in Rs.)	Issue Price (in Rs.)	Total Amount (in Rs.)
1.	Mr. Ashish Kacholia	1,000,000	10/-	241/-	251/-	251,000,000/-
	Total	1,000,000				251,000,000/-

RESOLVED FURTHER THAT the said shares shall be issued and allotted pursuant to the Preferential Allotment by the Company to the above-mentioned Investor, inter alia, subject to the following:

- a. The said shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said shares is pending on account of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;
- b. The said Shares to be issued and allotted including in the manner aforesaid shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend;
- c. Allotment shall only be in dematerialised form,
- d. Shall be subject to lock-in as provided under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the “**Relevant Date**” in relation to the Preferential Allotment of Equity shares pursuant to this resolution in accordance with the provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations shall be the date thirty (30) days prior to the date of the Extraordinary General Meeting of the shareholders of the Company (i.e. 20th November, 2014) or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations”.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, matters, things and deeds and to take all such steps and do all such things and give all such directions as they may consider necessary, expedient or desirable for issue or allotment of the said Equity Shares and listing thereof with the Stock Exchange where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the SEBI ICDR Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedite or desirable, including without limitation, effecting any modification to the foregoing (including any modification to the terms of the Preferential Allotment), to prescribe the forms of application, private placement offer letter, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and also to settle any question or difficulties or doubts that may arise in regard

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to the offer/issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares pursuant to the Preferential Allotment, without being required to seek any further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all acts and deeds in the best interest of the Company and to take all such steps which are incidental and ancillary in this regard.”

RESOLVED FURTHER THAT Mr. Mahendra Sanghvi, Managing Director, Mr. Laxman Sanghvi, Executive Director (DIN: 00022977) and Mr. Sanjay Shah, CFO & Vice President- Finance be and are hereby severally authorized to execute and file any and all requisite forms, documents, return and/or deeds with any regulatory authority in connection with the above resolutions, (Including e-FORMS to be filled with the Registrar of Companies, SEBI and other notifications required to be made to the Stock Exchange”

RESOLVED FURTHER THAT Mr. Mahendra Sanghvi, Managing Director, Mr. Laxman Sanghvi, Executive Director, Mr. Sanjay Shah CFO & Vice President- Finance and any Director(s) be and is hereby severally authorised to do and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects”

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**By order of the Board
For Shaily Engineering Plastics Limited**

Date: 20th November, 2014

**Sd/-
Mahendra Sanghvi
(DIN: 00084162)
Chairman & Managing Director
Address: 8- J P Nagar,
Old Padra Road,
Vadodara -390015**

Notes:

1. The Explanatory Statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013, read with SEBI (ICDR) Regulations, 2009, Foreign Exchange Management (Transfer or issue of Security by a Person resident outside India) Regulations, 2000, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting (“EGM”) is annexed hereto.

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2. The Notice is being sent to all the Members, whose names appear in the Register of members as on 20th November, 2014. The Notice of the Meeting is also posted on the website of the Company i.e www.shaily.com
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
5. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution their representatives to attend and vote on their behalf at the EGM.
6. Only registered members of the Company or any proxy appointed by such registered members may attend the EGM as provided under the provisions of the Companies Act, 2013.
7. The Board of Directors has appointed Mr. S. Samdani, failing him Mr. Suresh Kabra and failing him Ms. Ankita Parmar, Partners of M/s Samdani Shah & Associates, Practicing Company Secretaries as the scrutinizer for conducting electronic voting process in accordance with the law and in a fair and transparent manner and they have given the consent to act as such.
8. The Company is providing its members the facility to cast their vote on the resolution by electronic means ("evoting").
9. The Business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting
10. Notice of the EGM along with attendance slip, proxy form, and a letter giving the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the

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Company / depository participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

11. Members / proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.
12. Relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection by the members at the registered office of the Company during the office hours on all working days except Saturday and Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.
13. Shareholders shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.

Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically. Members are also requested to intimate the change in address & email ID, if any, in case if shares held in Electronic form to the concerned Depository participant quoting their ID, No. and in case of physical shares, to the Share Transfer Agents quoting their Folio Numbers.

14. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Shaily Engineering Plastics Ltd." from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the serial number (refer serial no. printed on the name and address sticker/Postal Ballot Form/Email) in the PAN field.In case the serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your

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- password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the “Shaily Engineering Plastics Ltd.” on which you choose to vote.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Monday, 15th December, 2014 at 9.00 a.m. and ends on Tuesday, 16th December, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th November, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

16. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the EGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.shaily.com> and will be communicated to the Stock Exchange on which the Company's equity shares are listed.

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Date: 20th November, 2014

By order of the Board For Shaily Engineering Plastics Limited

Sd/-
Mahendra Sanghvi
(DIN: 00084162)
Chairman & Managing Director
Address: 8- J P Nagar,
Old Padra Road,
Vadodara- 390015

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Preferential Issue upto 1,000,000 Equity Shares of face value Rs.10/- each to Investor at a Price of Rs.251/- per Equity Share (i.e. premium of Rs.241/- per Equity Share) on preferential allotment basis

In order to augment the manufacturing capacity and for general corporate purpose, the Company is proposing to raise funds through preferential issue of upto 1,000,000 Equity Shares of face value Rs.10/- each (the "Preferential Allotment") in accordance with the Regulations of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") and seeks shareholders approval to the proposed special resolution under the provisions of Section 42 and 62 of the Companies Act, 2013.

Accordingly, the consent of the shareholders is being sought, pursuant to provisions of Section 42 and 62 and the other applicable provisions of the Companies Act, 2013, Regulation 74(1) of Chapter VII of the Securities and Exchange Board of India (ICDR) Regulations, 2009 and the amendments thereof, and in terms of the provisions of the Listing Agreement, and such other approvals as may be necessary, to issue and allot securities as stated in the Special Resolution.

1. Objects of the Preferential Issue:

To augment the manufacturing capacity and for general corporate purpose Company is proposing to raise funds.

2. The proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

None of the promoters, directors or key management personnel or their respective relatives is concerned or interested in the passing of this Resolution or intend to subscribe to this Preferential Issue.

3. The shareholding pattern of the Company before and after the Preferential Issue:

Pre – Post the preferential issue shareholding pattern as shown below:

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Sr. No.	Category	Pre-Issue equity shareholding		No. of Equity shares proposed to be allotted	Post-Issue equity shareholding	
		Number of Equity Shares	%		Number of Equity Shares	%
A	Shareholding of Promoter and Promoter Group					
	Indian					
	Individuals/ Hindu Undivided Family	7,38,443	10.09		7,38,443	8.88
	Central Government/ State Government(s)	0	0		0	
	Bodies Corporate	0	0		0	
	Financial Institutions/ Banks	0	0		0	
	Directors & their relatives	35,35,437	48.31		35,35,437	42.50
	Sub Total	42,73,880	58.40		42,73,880	51.38
	Foreign					
	Individual (non-residents Individual/ Foreign Individual)	19250	0.26		19250	0.23
	Directors & their relatives	20,000	0.27		20,000	0.24
A	Promoters and Promoter Group					
	Total (A)	43,13,130	58.94		43,13,130	51.85
B	Public Holdings					
	Institutional	0	0			
	Allottee under Preferential Issue	0	0	10,00,000	10,00,000	12.02
	Other Institutional	0	0		0	0
	Total Institutional	0	0		10,00,000	12.02
	Non-Institutional					
	Bodies Corporate	768	0.01		768	0.01
	Individual -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	58,632	0.80		58,632	0.70

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	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	9,84,465	13.45		9,84,465	11.83
	Foreign Company	17,46,420	23.86		17,46,420	20.99
	HUF	10,000	0.14		10,000	0.12
	Directors & their relatives	2,05,015	2.80		2,05,015	2.46
B	Total Public Holdings	30,05,300	41.06		40,05,300	48.15
	Grand Total (A + B)	73,18,430	100.00		83,18,430	100.00

4. The time within which the preferential issue shall be completed:

The Preferential Allotment is proposed to be completed within a period of 15(fifteen) days from the date on which the shareholder's approve the proposed preferential issue, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

5. The identity of the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

Sr. No.	Name of the Investor	Number of shares	Issue Price (in Rs.)	Total Amount (in Rs.)	Post issue Shareholding in the Company (%)	Promoter / Non Promoter
1.	Mr. Ashish Kacholia	1,000,000	251/-	251,000,000/-	12.02%	Non Promoter
	Total	1,000,000		251,000,000/-	12.02%	

6. Change in Control:

The Preferential Allotment to the allottee will not result in a change in the control of management of the Company.

7. Company's undertaking:

The undertaking required under paragraphs (f) and (g) of Regulations 73 (1) of Chapter VII of the SEBI ICDR Regulations will not be applicable to the Company as the Company's Equity Shares have been listed on the Stock Exchange for a period exceeding the minimum period as specified under the Regulations 76(2) of The SEBI ICDR Regulations.

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8. Auditors' Certificate:

M/s. Deloitte Haskins & Sells, Chartered Accountants, the statutory auditors of the Company has certified that the Preferential Allotment is being made in accordance with the requirement contained in Chapter VII of the SEBI ICDR Regulations. A copy of this certificate shall be placed before the shareholder's at the extraordinary general meeting and the same will also be made available for inspection at the registered office of the Company during the office hours on all working days except Saturday and Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.

9. Relevant Date and Issue Price:

The Equity Shares proposed to be issued to the allottees pursuant to the Preferential Allotment will be issued and allotted at a price not less than the higher of the price derived in terms of the Regulation 76A of the SEBI ICDR Regulations.

The Equity Shares of the Company are infrequently traded as per the Regulation 71A of the SEBI ICDR Regulations. The preferential issue price has been derived after considering the book value, comparable traded companies multiples and such other parameters as decided by the board of the Company.

Explanation: The "Relevant Date" in relation to the Preferential Allotment of Equity shares pursuant to this resolution in accordance with the provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations shall be the date thirty (30) days prior to the date of the Extraordinary General Meeting of the shareholders of the Company i.e. 20th November, 2014 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations"

Accordingly, the preferential issue price Rs.251/- per Equity Shares is higher than the price calculated on the above mentioned parameter.

10. Lock-in:

The equity shares to be allotted on preferential basis shall be subject to lock-in period as provided in the SEBI (ICDR) Regulations, for the time being in force.

11. Dealing and Holding by the Investor:

The allotment of Equity Shares under Preferential Issue is subject to the Investor not having sold the Company's shares during the Six (6) months preceding the relevant date.

12. Approvals:

The Company is taking necessary steps to obtain all the requisite approvals from all the appropriate authorities including Stock Exchange for the proposed Preferential Issue of equity shares of the Company.

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13. Miscellaneous

- a. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchange;
- b. The Company has obtained the Permanent Account Number of the Allottee.

The Board recommends the passing of resolution mentioned above in the notice as a Special Resolution is in the interest of your Company.

Registered Office:

**Survey No. 364/366,
At & Po. Rania - 391 780,
Taluka Savli, Dist. Vadodara**
CIN: L51900GJ1980PLC065554
E-mail: investors@shaily.com

**By order of the Board
For Shaily Engineering Plastics Limited**

Date: 20th November, 2014

**Sd/-
Mahendra Sanghvi
(DIN: 00084162)
Chairman & Managing Director**
Address: 8-J P Nagar
Old Padra Road
Vadodara- 390015

Shaily Engineering Plastics Limited

CIN: L51900GJ1980PLC065554

Regd. Office: Survey No. 364/366, At & Po. Rania, Ta. Savli, Dist. Vadodara - 391780.

Phone No.: 02667-244307/361 Fax No.: 02667-244372 Email: investors@shaily.com Website: www.shaily.com



ATTENDANCE SLIP

Extra Ordinary General Meeting on Saturday, 20th December, 2014 at 12.30 p.m.

DP.Id*	
Client Id*	
Reg. Folio No.	

Name and address of the Shareholder: _____

No. of Share(s) held: _____

I certify that I am a member/proxy for a member of the Company. I hereby record my presence at Extra Ordinary General Meeting of the Company to be held on Saturday, 20th December, 2014 at Registered Office: Survey # 364/366, At & Po. Rania - 391780, Taluka Savli, Dist. Vadodara

** Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed at the registration counter.

* Applicable for Investors holding shares in electronic form.

** Strike out whichever is not applicable

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Extra Ordinary General Meeting- 20th December, 2014

Name of the Member(s)	
Registered address	
E-mail Id	
Folio No. / Client Id	
DP ID	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:
him/her

Signature:.....or failing

2. Name:

Address:

E-mail Id:
him/her

Signature:.....or failing

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary general meeting of the company, to be held on the 20th December, 2014, Saturday at 12.30 p.m at the Registered Office of the Company at Survey No. 364/366, At & Po. Rania - 391780, Taluka -Savli, Dist. Vadodara, and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Preferential issue upto 1,000,000 equity shares of face value Rs. 10/- each to Investor at a price of Rs. 251/- per equity share (i.e. Premium of Rs. 241/- per equity share) on a preferential allotment basis.

Signed this _____ day of _____ 2014

Signature of Shareholder _____ Signature of Proxy holder(s) _____

Affix
Revenue
Stamp of
Rs.1

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.