



Shaily Engineering Plastics Limited
36th Annual Report
2015-2016

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Company Information

Board of Directors

Mr. Mahendra Sanghvi	Executive Chairman
Mr. Amit Sanghvi	Managing Director
Mr. Laxman Sanghvi	Executive Director
Mrs. Tilottama Sanghvi	Whole-Time Director
Mr. Sarup Chowdhary	Independent Director
Mr. P R Singhvi	Independent Director
Mr. Milin Mehta	Independent Director
Mr. A S Anandkumar ¹	Independent Director
Mr. Dilip Shah ²	Independent Director (Additional)

¹ Resigned effective from 19.05.2016

² Appointed effective from 18.05.2016

Chief Financial Officer & Vice President – Finance

Mr. Sanjay Shah

Asst. Company Secretary

Ms. Preeti Sheth (effective from 09.11.2015)

Auditors

Statutory Auditors

M/s Deloitte Haskins & Sells
Chartered Accountants

Internal Auditors

M/s Shah Jain & Hindocha
Chartered Accountants

Secretarial Auditors

M/s Samdani Shah & Associates
Company Secretaries

Bankers

State Bank of India
Standard Chartered Bank
HDFC Bank Limited
CITI Bank N.A

Registered Office

Survey No. 364/366, At & Po. Rania, Taluka Savli,
Dist. Vadodara - 391780, Gujarat, India.
Website: www.shaily.com E-mail: investors@shaily.com

Plant Locations

Rania/EOU/Pharma Packaging Plant/Finishing Division
Survey No. 363/364/366
At & Po. Rania – 391780,
Taluka Savli, Dist. Vadodara,
Gujarat, India.

Committees of Board

Audit Committee

Mr. Milin Mehta - Chairman
Mr. Sarup Chowdhary
Mr. Pushp Raj Singhvi
Mr. Dilip Shah (effective from 19.05.2016)
Mr. A S Anandkumar - Chairman (Upto 18.05.2016)

Nomination & Remuneration Committee

Mr. Sarup Chowdhary - Chairman
Mr. Pushp Raj Singhvi
Mr. Milin Mehta
Mr. Mahendra Sanghvi

Stakeholders Relationship Committee

Mr. Milin Mehta - Chairman
Mr. Pushp Raj Singhvi
Mr. Amit Sanghvi (effective from 19.05.2016)
Mr. A S Anandkumar (Upto 18.05.2016)
Mr. Laxman Sanghvi (Upto 18.05.2016)

Corporate Social Responsibility Committee

Mr. Pushp Raj Singhvi - Chairman
Mr. Laxman Sanghvi
Ms. Tilottama Sanghvi

Registrar & Share Transfer Agent

Bigshare Services Pvt. Ltd.
E-2/3, ANSA Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (East),
Mumbai - 400072, India.
Website: www.bigshareonline.com
E-mail : investors@bigshareonline.com

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 36th Annual Report together with the Audited Accounts for the year ended on 31st March 2016.

Financial Highlights

Particulars	(` in lacs)	
	Financial Year	
	2015-16	2014-15
Net revenue from Operations	22553.94	17,970.86
Other Income	279.50	155.02
TOTAL REVENUE	22833.44	18,125.88
Total Expenses	20691.94	15,322.40
Profit Before Interest, Depreciation & Tax	4180.54	2803.48
Finance Cost	1013.45	671.92
Depreciation and amortization expense	1025.59	641.89
Profit Before Tax	2141.50	1489.67
Current Tax	458.54	312.31
Short provision in earlier years	-	(0.19)
Deferred tax	134.65	188.98
Add: MAT Credit Entitlement	0.89	312.31
Net Profit for the year	1549.20	1,300.88

Business & Operational Performance

- ✍ The Company's total sales has increased by 25.5 % as compared to previous year.
- ✍ EBITDA for the year has been 41.8 crores as compared to 28.03 crores in previous year, an increase of 49% over last year. EBITDA margins during the year increased from 15.46% in FY 15 to 18.30% in the current year, an increase of 284 basis points.
- ✍ The Profit Before Tax (PBT) is ` 2141.5 lacs, which has increased by 43.76% compared to P.Y. which was ` 1489.67 lacs.
- ✍ The Net Profit for the year is ` 1549.20 lacs, as compared to ` 1300.88 lacs in FY 15. This represents an increase of 19% over last year.

Your Company has been awarded as the TOP Exporter of Engineering Plastic Components from INDIA for the years 2013-14 and 2014-15 by the "The Plastics Export Promotion Council (PLEXCONCIL)". The Company has been awarded with this recognition since the Year 2005.

Your Company has, this year, obtained Quality Certification ISO 15378:2011 for Manufacturing and supply of Plastic Moulded Components and/or assemblies used as Primary Packaging Material for medicinal products.

The Company has substantially expanded its Export Oriented Unit (EOU) plant during this year.

All significant accounting policies and material transactions have been disclosed in notes on accounts to the Balance Sheet as on 31st March 2016.

India is a growing market for plastics and consumes about 11 million tonnes annually against a global consumption of 275 million tonnes per year and worldwide. The plastics and polymer consumption is growing at an average rate of 10 percent and is expected to touch 16.5 million tonnes by 2016.

The Plastics Industry grew by 13 per cent annually in the last five years and is expected to continue a double-digit growth beyond 2016-17, according to a study on Plastics Industry.

In order to cater to the increased demand of plastics consumption, the plastics processing industry will need to grow from a current installed processing capacity of 30 MMT to 45 MMT per annum by 2020.

Shaily's Strategy

Your Company focuses on quality, technology and innovation as cornerstones of its long term strategy. We continue to invest in expansion of our manufacturing and engineering capabilities. We keep customer at the centre stage of all our actions and get involved in customer projects at an early stage of development. This helps us in our endeavours to position Shaily as a preferred partner of our customers.

The key to Shaily's success lies in a combination of varied factors; performance on existing operations, cost effectiveness through innovative manufacturing solutions, on time and within cost delivery of new projects. These are important not only to delight the customer but also for your growth and improved profitability.

Consistent implementation of initiatives to improve market excellence, operational excellence and people excellence, your Company strives not only to achieve profitable growth but to also improve its long term competitiveness in the business.

Dividend

The Board of Directors are pleased to recommend for consideration of the shareholders at the ensuing Annual General Meeting, payment of dividend at 40 % (₹ 4/- per equity share) on the paid up capital of the company for the year ended on 31st March 2016.

Directors

The Board of Directors, has in its meeting held on May 18, 2016, upon recommendation of the Nomination & Remuneration Committee appointed Mr. Dilip Shah as an Additional Independent Director with effect from May 18, 2016. His appointment is proposed to be regularized in the ensuing 36th Annual General Meeting.

Ms. Tilottama Sanghvi, Whole Time Director will retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

The Board of Directors, in its meeting held on February 11, 2016, upon recommendation of the Nomination & Remuneration Committee recommended extension of tenure of Mr. Mahendra Sanghvi and Mr. Laxman Sanghvi as Executive Chairman and Executive Director, respectively with effect from April 01, 2016, for a period of 3 years, i.e. from 01.04.2016 to 31.03.2019, subject to the approval of members at the forthcoming 36th Annual General Meeting.

A brief resume of and particulars relating to the above directors is given in the Notice of the 36th Annual General Meeting.

Mr. A S Anandkumar, Independent Director of the Company has tendered his resignation effective from May 19, 2016. The necessary legal formalities in connection thereto, have been complied with.

Details of all the Directors seeking appointment/re-appointment are included in the notice calling the 36th Annual General Meeting. Your directors have pleasure in recommending their appointment / re-appointment.

Key Managerial Personnel (KMP)

Pursuant to the provisions of Section 2(51) and 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, following persons are acting as Key Managerial Personnel of the Company as on March 31, 2016 :-

- Mr. Mahendra Sanghvi, Executive Chairman
- Mr. Laxman Sanghvi, Executive Director
- Ms. Tilottama Sanghvi, Whole Time Director
- Mr. Amit Sanghvi, Managing Director
- Mr. Sanjay Shah, CFO & Vice President – Finance
- Ms. Preeti Sheth, Asst. Company Secretary

Ms. Preeti Sheth, holding an Associate Membership of the Institute of Company Secretaries of India, has been appointed as a Company Secretary, designated as Asst. Company Secretary of the Company, effective from November 09, 2015.

Ms. Apeksha Patel, Asst. Company Secretary, has resigned from the Company effective from November 07, 2015.

Independent Directors' Declaration

The Company has received the declarations in the prescribed format from each Independent Director confirming that they meet the criteria of independence as envisaged in the provisions of Section 149 of the Companies Act, 2013, read with Regulation 16 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Related Disclosures

Remuneration and other details of the Key Managerial Personnel for the year ended 31st March, 2016 are mentioned in the Extract of Annual Report which is attached as Annexure and forms part of the Report of Board. (ANNEXURE – E)

The details of Familiarisation Programme and Annual Board Evaluation process have been provided under the Corporate Governance Report.

Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors.

During this year, four Board and Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report.

The intervening gap between the Meetings was within the period prescribed under Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the erstwhile Listing Agreement.

Statement indicating the manner in which formal annual evaluation has been made by the board of its own performance and that of its committees and individual directors has been given in the Report on Corporate Governance.

Deposits

The Company has not accepted deposits from the public falling within the ambit of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans given, Guarantees given, Investments made and Securities provided

Details of Loans, Guarantees and Investments covered under the provisions of section 186 of the Companies Act, 2013 are given in the Note 14 to the Financial Statements.

Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo – need to mention in details.

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is as hereunder:

A) Conservation of Energy

The Company has installed in-built energy mechanism to conserve energy and looks at various options in Conservation of Energy.

B) Technology Absorption

- Research and Development: The Company has developed several dies and moulds, which were earlier imported. The Company has also developed several plastic components, which were earlier imported. The activities in development are carried out by the technicians, and the expenditure thereon is debited to the respective heads.
- Technology absorption, adaptation and innovation: The Company has manufactured varied plastic components of international standard/quality, which are import substitutes for diverse applications.

C) Foreign exchange earnings and outgo

Total Foreign Exchange outgo used is ` 6969 lacs and total Foreign Exchange earned is ` 16867 lacs.

There were no material changes and commitments, pursuant to Section 134(3)(l) of the Companies Act, 2013, which has affected the financial position of the Company, between the end of the Financial Year 2015-16 and the date of the report.

Management Discussion and Analysis

A report on Management Discussion and Analysis, as required in terms of Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Report and it deals with the Business Operations and Financial Performance, Research & Development Expansion & Diversification, Risk Management, Marketing Strategy, Safety & Environment, Human Resource Development, etc. (ANNEXURE – A)

Corporate Governance

The Company has been following the principles and practices of good Corporate Governance and has ensured compliance of the requirements stipulated under Clause 49 of the erstwhile Listing Agreement read with Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

A detailed report on Corporate Governance as required under Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, is appended alongwith the Corporate Governance Report, issued by M/s Samdani Shah & Asso., Company Secretaries, Vadodara (Gujarat), the Company's Secretarial Auditors, confirming the compliance of conditions on Corporate Governance forms part of the Boards Report. (ANNEXURE - B)

Particulars of Employees and related disclosures

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has been appended to this Report. (ANNEXURE - D).

Vigil Mechanism

Your Company has a well-defined “Whistle Blower Policy” and has established Vigil Mechanism to provide for adequate safeguards against victimisation of Directors and employees who follow such mechanism and has also made provisions for direct access to the Chairman of Audit Committee in appropriate cases.

The Vigil Mechanism Policy of the Company is available on the Company’s website at the weblink - <http://www.shaily.com/downloads.aspx>

Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has in place a Policy against Sexual Harassment at workplace in line with the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding Sexual Harassment. All employees (permanent, contractual, temporary and trainees) are covered under this Policy.

No Complaint has been received by the Committee during the year.

Directors Training & Familiarization

The Directors are regularly informed during the meetings of the Board and the Committees, of the activities of the Company, its operations and issues facing the Plastics Industry. Considering the long association of the Directors with the Company and their seniority and expertise in their respective areas of specialization and knowledge of the plastics industry, their training and familiarization were conducted in the below mentioned areas :

1. The Roles, Rights, Responsibilities and Duties of Independent Directors.
2. Business Development Strategy and Plans.
3. Changes brought in by the introduction of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
4. New SEBI Regime – Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The details of the Familiarization Programme, so imparted, can be viewed at the following weblink - <http://www.shaily.com/downloads.aspx>

Annual Evaluation

Your Company believes that systematic evaluation contributes significantly to improved performance at three levels - Organizational, Board and Individual Board Member. It encourages the leadership, teamwork, accountability, decision making, communication and efficiency of the Board. Evaluation also ensures teamwork by creating better understanding of Board dynamics, board-management relations and thinking as a group within the Board.

Pursuant to the provisions of the Companies Act, 2013 and Regulations 17 & 19 read with Part D of Schedule II to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Board has carried out an annual performance evaluation of its own, and that of its Committees and Individual Directors on certain parameters set out in the Nomination and Remuneration Policy adopted by the Board.

Performance evaluation criteria for the Board, its Committees, the Directors and the Chairman of the Company were circulated to and responded by the Directors. A consolidated summary of the ratings as provided by the Directors, was prepared by the Company Secretary. Independent Directors in their meeting have, evaluated performance of the ‘Board’, the ‘Non-independent Directors’ as well as the ‘Chairman’ of the Company and submitted their recommendation to the Board. The Nomination and Remuneration Committee has further carried

out evaluation of all Directors including Independent Directors. The report of performance evaluation, so arrived at, was then noted and discussed by the Nomination and Remuneration Committee and the Board in their respective meetings.

Nomination and Remuneration Policy

Your Board has adopted a Nomination and Remuneration Policy as required by Section 178 of the Companies Act, 2013, The Policy provides for the appointment and removal of Directors, Key Managerial Personnel and Senior Management employees and their remuneration. The terms of reference of the Nomination and Remuneration Committee are given in the Report on Corporate Governance under the section “*Nomination & Remuneration Committee*”.

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. On March 31, 2016, the Board consists of eight members, four of whom are Executive, and four are Independent Directors.

The policy of the Company on directors’ appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, the SEPL Nomination and Remuneration Policy, is available on the Company’s website at the weblink - <http://www.shaily.com/downloads.aspx> . There has been no change in the policy since last financial year. We affirm that the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

Audit Committee

The Audit Committee of the Board consists of Four Independent Directors.

The composition, role, terms of reference as well as power of the Audit Committee are in accordance with the provisions of Regulation 18 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 and Section 177 of the Companies Act, 2013 and rules/regulations made thereunder.

Audit Committee Composition & Attendance during F.Y.2015-16

Name of the Directors	Designation
Mr. A.S Anandkumar	Chairman
Mr. William Sean Sovak [#]	Member
Mr. Sarup Chowdhary	Member
Mr. Milin Mehta	Member
Mr. P.R Singhvi	Member

[#] Mr. William Sean Sovak has ceased to be a Director w.e.f. 22nd July, 2015.

The details of all related party transactions are placed periodically before the Audit Committee. All the recommendations made by the Audit Committee were accepted by the Board. The Company has in place, Vigil Mechanism; details of which are available on the Company’s website at weblink - <http://www.shaily.com/downloads.aspx>. The Committee has also been delegated the responsibility for monitoring and reviewing risk management assessment and minimization procedures, implementing and monitoring the risk management plan and identifying, reviewing and monitoring all elements of risks which the company may be exposed to.

The details of terms of reference of the Committee, Number and dates of meeting held, attendance of the Directors and remuneration paid to them are given in the attached Corporate Governance report under the section “*Audit Committee*”. (ANNEXURE -B)

Risk Management Policy

Your Company has implemented a mechanism for risk management and has formulated a Risk Management Policy to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the company’s competitive advantage.

Internal Financial Control system and their adequacy

The company has an internal control system, commensurate with the size, scale and complexity of its operation.

Contracts and Arrangements with Related Parties

The transactions with the related parties are governed by prevailing regulatory requirements and Company’s policy on dealing with such transactions. All related party transactions that were entered during the financial year were placed before the Audit Committee, as also the Board for their approval. All the transactions with the Related Parties entered during the year were carried on arm’s length basis and there are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated person which may have potential conflict with the interest of the Company at large. Therefore, the information pertaining to Section 188(1) read with Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, (*Form AOC-2*) is not required to be annexed to this Report.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company’s website. i.e. www.shaily.com and could be viewed at the weblink ; (<http://www.shaily.com/downloads.aspx>).

Corporate Social Responsibility (CSR)

Being an Indian company, we are motivated by the Indian ethos of Dharma as a key plank for organisational self-realisation. The Company recognizes that its operations impact a wide community of stakeholders, including investors, employees, customers, business associates and local communities and that appropriate attention to the fulfillment of its corporate responsibilities can enhance overall performance. The Company continues its spend to support local initiatives health/ medical, education and sanitation/ cleanliness purpose as Corporate Social Responsibility initiatives.

Guided by the prevailing regulatory requirements, the Company has constituted a ‘Corporate Social Responsibility (CSR) Committee’ and framed a Policy on CSR, summary of which together with details of CSR activities undertaken by the Company during the financial year 2015-16, have been covered in separate report on CSR annexed to this report. (ANNEXURE - C)

The Committee met once during the year on 16th May, 2015, to peruse the spending’s and budget for CSR Activities. The Policy on Corporate Social Responsibility is available on the Company’s website and can be viewed at the weblink ; <http://www.shaily.com/downloads.aspx>

Nomination & Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, Your Company has in place a “Nomination & Remuneration Committee”.

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, and rules and regulations, made thereunder, besides other terms as may be referred by the Board of Directors. The terms of reference of the Nomination & Remuneration committee, number and dates of meeting held, attendance of the Directors and

remuneration paid to them are given separately in the attached Corporate Governance report under the section “*Nomination & Remuneration Committee*”. (ANNEXURE – B)

AUDITORS

☐ *Statutory Auditors*

M/s Deloitte Haskin & Sells (*Registration No.: 117364W*), the Statutory Auditors of the Company hold office until the conclusion of the ensuing 36th Annual General Meeting and are recommended for re-appointment for the Financial Year 2016-17 & 2017-18. i.e. until the conclusion of the 38th Annual General Meeting of the Company, subject to ratification of members in the 37th AGM. Based upon the declaration on their eligibility, consent and terms of engagement, your Directors propose their re-appointment in the 36th Annual General Meeting of the Company.

☐ *Internal Auditors*

M/s Shah Jain & Hindocha, Chartered Accountants, Vadodara, have been appointed as Internal Auditors of the Company in terms of Section 138 of the Companies Act, 2013 and rules and regulations, made thereunder, for the Financial Year 2016-17 by the Board of Directors, upon recommendation of the Audit Committee.

☐ *Cost Auditors*

M/s Y.S. Thakar & Co., Cost Accountants, Vadodara (*Firm Registration No. 000318*) were appointed as Cost Auditors to carry out the audit of cost records of the Company for the Financial Year ending on 31st March, 2016. Based upon the declaration on their eligibility, consent and terms of engagement, your Directors have appointed them and recommend the ratification of remuneration to be paid to the Cost Auditors for the Financial Year 2016-17.

☐ *Secretarial Auditors*

M/s Samdani Shah & Associates, a firm of Company Secretaries in practice, based in Vadodara, Gujarat, were appointed as Secretarial Auditors, to carry out Secretarial Audit of the Company. In terms of provisions of Section 204 of the Companies, Act, 2013, a Secretarial Audit Report has been annexed to this Report. (ANNEXURE - F)

Explanation or Comments on disqualifications, reservations, adverse remarks or disclaimers in the auditor's reports;

There have been no disqualifications, reservations, adverse remarks or disclaimers in the auditor's reports, requiring explanation or comments by the Board.

Extract of Annual Return

As per the regulatory requirements “Extract of Annual Return” (Form MGT-9), is provided in a separate report annexed to this Report as ANNEXURE - G.

Orders passed by the Regulators or the Courts or the Tribunals.

There are no significant and material orders passed by the Regulators or Courts or Tribunals that may impact the going concern status of the Company's operation.

Directors' Responsibility Statement

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, your Directors hereby state that:

- (i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed;

- (ii) The accounting policies have been selected and these have been applied consistently and judgements and estimates made thereon are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company for the year ended on 31st March, 2016 and of the profit of the Company for that period;
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) Annual Accounts have been prepared on a 'going concern' basis.
- (v) Internal Financial Controls have been laid down and being followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) Proper systems to ensure compliance with the provisions of all applicable laws have been devised.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and External Consultants and the reviews performed by the Management and the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during the financial year ended March 31, 2016.

Acknowledgement

Your Directors wish to place on record their sincere appreciation to employees at all levels for their hard work, dedication and commitment.

The Board places on record their appreciation for the support and co-operation your Company has been receiving from its suppliers, customers, business partners and others associated with the Company. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be Company's endeavor to build and nurture strong links with the trade based on mutuality of benefits, respect to and co-operation with each other, consistent with consumer interests.

Your Directors also take this opportunity to thank all investors, clients, vendors, banks, regulatory and government authorities and stock exchange, for their continued support.

For and on behalf of the Board

Mahendra Sanghvi
Executive Chairman
DIN : 00084162

Vadodara, May 18, 2016

MANAGEMENT'S DISCUSSION AND ANALYSIS

(Annexure A to the Director's Report)

Overview

Shaily Engineering Plastics Limited (SEPL) is involved in the manufacture of high precision injection moulded plastic components, assemblies, moulds and dies for OEM (Original Equipment Manufacturer) requirements. The company has during the year added injection blow moulding facilities for manufacture of bottles for pharmaceutical industry.

Industry structure and developments

India's plastic consumption is expected to grow at a healthy rate on the back of growing substitution, expanding middle income groups and new applications. Plastic products are increasingly finding application in all sectors of the economy, replacing other competing products such as steel and aluminium.

The plastic processing industry is highly fragmented. Presently, 75% are in the small-scale sector but accounts for only about 25% of polymer consumption. The top 100 players account for just 20% of the industry turnover. The industry also consumes recycled plastic, constituting about 30% of total consumption. Despite being an industry dominated by unorganised players (70% of the industry size), the organised players over the last few years outpaced them in terms of growth through constant innovation and regular introduction of niche products and thereby gradually eating into their share.

According to the All India Plastics Manufacturers' Association (AIPMA), the Indian plastic industry should grow 2.5 times in the coming eight years so that the five year plan target of 20 kg per head by 2020 can be attained. Presently, India is processing 8 kg plastic/head/year, while the global average stands at 28 kg per head per year. Moreover, China processes 56 million tonnes of plastic while India at 8 million tonnes. The industry body feels that India needs to work in the direction of attaining China's growth level as its one-year growth is nearly India's overall capacity. Chinese imports have captured 25% finished goods market and is growing fast. Consumption is growing faster than industry and is being captured by Chinese imports. The Government should promote foreign direct investment (FDI) in the plastic industry as China has been able to strengthen its position in the global market through this concept.

Plastics Industry – Vision 2016

	2016
Consumption of Polymers @ 15% CARG	18.9 Million tonnes
Turnover of plastics Industries	~ 1,33,245 crores
Additional Employment Generation	7 Million
Requirement of Additional Plastics Processing Machines	68113 Nos
Additional Capital Investment In Machines (2004-2015)	~ 45,000 crores

(Source: CIPET)

Rituraj Gupta, President, AIPMA, says, "Most of the government initiatives such as 'Swachha Bharat', 'More Crop per Drop of Water', 'Housing for All', developing 'Smart Cities', would not be possible to implement without using plastics. AIPMA is focusing not only on generating employment but also on entrepreneurship and skill development. Plastic is one of the best alternate materials available, and at times is termed as magic material for it requires minimum energy to be transformed in whichever way one wants it."

(Source: Bilkul News)

Your company has immense capability to keep pace with the growing and diverse requirement of customers as well it has the possibilities for other business besides the current activities of the Company.

The possible threats to the company can be:

- ✍ Sluggish market conditions
- ✍ Rupee – Dollar devaluation
- ✍ Uncertain Government policies
- ✍ Inflation
- ✍ Change in demands of customers etc.

Your company is positively working towards

- (i) Expanding its operation to other customers and
- (ii) Maintaining quality of manufacturing products during 2016-17.

Company started a new project, last year named CRC Project for development of business. The major products are CRC Cap, 120 ml Bottle, 100 ml Bottle, 60 ml Bottle, 40 ml Bottle etc., and is working with various Pharma Companies for sales of the same.

Overall Performance of the company

- ✍ The Company's Total Sales have increased by 25.5 % as compared to previous year.
- ✍ EBITDA for the year has been ` 41.8 crores as compared to ` 28.03 crores in previous year, an increase of 49% over last year. EBITDA margins during the year increased from 15.46% in FY 15 to 18.30% in the current year, an increase of 284 bps.
- ✍ The Profit Before Tax (PBT) is ` 2141.5 lacs, which has increased by 43.76% compared to P.Y. which was ` 1489.67 lacs.
- ✍ The Net Profit for the year is ` 1549.20 lacs, as compared to ` 1300.88 lacs in FY 15. This represents an increase of 19% over last year.

Segment-wise / Product-wise Performance

The company is exclusively into manufacturing injection moulded plastic components, assemblies, moulds, dies, etc.

SEPL Strengths

SEPL focuses on maintaining and establishing long-term relationships with the customers and believes that we have the ability to address the varied and expanding requirements of our customers.

SEPL has obtained a Quality Certification ISO 15378:2011 for Manufacturing and supply of Plastic Moulded Components and/or assemblies used as Primary Packaging Material for medicinal products, this year.

Now, SEPL houses the following Quality Certifications :

- ✍ ISO 9001:2008
- ✍ TS 16949:2009
- ✍ ISO 13485:2012
- ✍ ISO 15378:2011

Our sourcing ability

Our size of operation and experience in polymer business enables us in sourcing our inputs at appropriate times and at competitive prices.

Positioned as Total Solution Provider

SEPL has positioned itself as an independent and “Total Solution Provider” to its clients, which help in lowering response time. This helps in eliminating competition, which does not have the integrated capabilities possessed by SEPL.

Focus of SEPL

A. SEPL focuses on -

- ✍ Sophisticated and world-class higher capacity machines;
- ✍ Enhanced design capabilities, moulds, tools and dies and technological know-how;
- ✍ Increasing use of intelligent manufacturing to improve productivity and asset utilization;
- ✍ Global practices in manufacturing excellence, quality management and design;
- ✍ Development of new products and applications.

B. The Company has two important segments in its custom moulding division -

1. Products which are customised to customer requirements and
2. Products which are customised to certain applications, which is being developed now with focus on medical disposables/assemblies/devices.

For products which are created for specific applications, the team markets the products for that particular application. This is a new area of focus and the company expects to grow this business in the future. For the first segment, the team markets its internal capability to match stringent customer requirements. The product development cycle is long for this product class (especially for customer-specific products); once approved, it provides long-term revenue visibility with superior profitability.

Overall, we at SEPL look forward for a substantial growth of the Company every year.

Corporate Goal

Shaily's corporate goal is to provide total plastics solutions incorporating principles of -

- Product Design
- Mould Design
- Optimum Material Selection
- Mould Procurement
- Product Testing.

Outlook on Opportunities

SEPL's domestic as well as overseas business is developing very fast and we are getting more and more enquiries for our capability to manufacture parts for them due to its commitment of standard quality of goods to its present customers and therefore sustaining operations and growing in even tough time.

If production capacities are added now, companies will be ready when the good times roll in, which they are bound to. Continuous improvement in productivity should become a standard practice and these tough times should make companies learn to do this on a regular basis. This will have regular monetary benefits on a continuous basis, rather than thinking short or long term.

The Electronics, Automobile, Packaging, Healthcare, Consumer Durables and Telecommunication are fast growing sectors of Indian economy offering growth for plastic utilization; SEPL also provides services for these sectors.

There is enormous scope for expansion and development in the Indian Plastics Industry. The processing industry in fact offers a huge potential for up gradation in terms of innovative technological advances.

Outlook on Threats, Risk and Concerns

The Company's business depends on customer requirements as the Company is an OEM supplier and any fluctuation in the customers demand can affect the Company's performance. The Company is also exposed to project risks due to delays in project implementation/cost escalation, risks on account of fluctuation and in FX rates and fluctuation in raw material prices on account of fluctuation in oil prices.

The Company has adopted sufficient Risk Management mechanism in consideration of the nature of business of the Company. The details of Risk Management are periodically reviewed by the Board and optimum steps have been taken to mitigate the Risk factors.

Internal control System & its adequacy

The Company has instituted adequate internal control procedure commensurate with the nature of its business and the size of its operations for the smooth conduct of its business. There are stringent internal control systems and procedures to facilitate optimal resource utilisation by keeping a check on unauthorised use of products. The Company's regular checks at every stage of its production and dispatch cycle ensured strict operational and quality compliance. Internal audit is conducted at regular intervals at all the plants and covers the key areas of operations. It is an independent, objective and assurance function responsible for evaluating and improving the effectiveness of the risk management, control and governance process. An Audit Committee consisting of three independent and one non-executive director is in place.

Human Resource and Industrial Relations

Your Company's industrial relations continued to be harmonious during the year under review. Your Company conducts regular in-house training programs for employees at all level, which continuously improves peoples, machines and systems.

SEPL's culture fosters continuous learning, with result-oriented meritocracy. The employee strength of your Company is currently 980, which includes staff, permanent workers and contract labour.

The company organized various employee welfare and get together programmes during the year to foster a culture of engagement amongst employees. The company also organized sports events to recognize and build up the team spirit among the employees.

Corporate Social Responsibility

To meet with its Corporate Social Responsibilities your Company has organized various events in the nearby rural areas and educational institutes, such as -

- ✍ Free Medical Check up Camp
- ✍ Computer Education Programme
- ✍ Education Awareness Programme
- ✍ Training on Management Skills
- ✍ Corporate Culture's Presentation

✍ Self-Awareness Programme

In the area of community development, the company provides employment to the women staying in the nearby villages thereby helping them acquire basic skills and earn a living for themselves.

Cautionary Statement

The statements made above are the best of estimates by Management, but the ultimate results may differ from the estimates due to the factors like changes in government policies, economic conditions of the country, changes in demand and supply pattern, changes in the management policies etc. thus it is cautionary that the ultimate results may differ from predictions made in this statement.

For and on behalf of the Board

Mahendra Sanghvi
Executive Chairman
DIN : 00084162

Vadodara : May 18, 2016

REPORT ON CORPORATE GOVERNANCE

(Annexure B to the Director's Report)

1. Company's Philosophy on Corporate Governance

Corporate Governance for Shaily Engineering Plastics Limited is about achieving the highest standards of integrity, transparency and accountability. The Company is committed to maintain high standards and continues to practice good Corporate Governance. The core principles of Corporate Governance:

- (A) Lay Emphasis on Integrity and accountability.
- (B) Incorporate several practices aimed at a high level of business ethics and effective supervision.
- (C) Provide for enhancement of value for all stakeholders.

Shaily Engineering Plastics Limited ("Shaily") conforms to all regulatory and legal requirements. The basic philosophy behind an endeavor towards better Corporate Governance is to achieve business excellence. This Corporate Governance Report sets out a description of Shaily's Corporate Governance Practices.

2. Board of Directors

Your Board of Directors, closely monitors the performance of the Company and Management, approves the plans, reviews the strategy and strives to achieve organisational growth. Your Board ensures statutory and ethical conduct with high quality financial reporting. It holds itself accountable to the shareholders as well as other stakeholders for the long-term well-being of the Company.

(A) Composition of Board

- (i) The Company's Board comprise of eight Directors, four of them are Executive Directors and four are Independent non-executive Directors. The Directors are professionals, having expertise in their respective functional areas and bring a wide range of skills and expertise to the Board.
- (ii) The management of your Company is entrusted to the Managing Director, Mr. Amit Sanghvi, who is assisted by a Management Core Team and Senior Executives having rich experience and expertise in their respective fields.
- (iii) None of the Directors on the Board is a Member of more than 10 Committees or a Chairman of more than 5 Committees [as stipulated in Clause 49 of the Listing Agreement or Regulation 26(1) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015] across all the Indian Public Companies, in which he / she is a Director. The necessary disclosure regarding the committee position & other Directorship has been made by the Directors.
- (iv) The names and categories of the Directors on the Board, their attendance at Board Meetings, last Annual General Meeting held during the year, number of directorships held by them in Indian Companies (Public and Private) and committee chairmanship / membership held by them in Indian Public Companies are given herein below. For reckoning the maximum number of chairmanships / memberships in committees, only two committees viz. 'Audit Committee' and 'Stakeholders Relationship Committee' of the Board are considered.

Name of Director(s)	DIN	Category	No. of Directorships	No. of Membership in Committees (Chairmanship)	Attendance in Board Meetings held in FY 2015-16 (Physical)	The Last AGM Attended "Yes" or "No"
As on March 31, 2016						
Mr. Mahendra Sanghvi	00084162	ED	3	4	4/4	Yes
Mr. Laxman Sanghvi	00022977	ED	1	1	4/4	Yes
Ms. Tilottama Sanghvi	00190481	ED	1	0	3/4	Yes
Mr. Amit Sanghvi	00022444	ED	1	0	3/4	Yes
Mr. Sarup Chowdhary	00004439	NE & ID	1	1	3/4	Yes
Mr. A S Anandkumar	00058292	NE & ID	2	3(2)	4/4	Yes
Mr. Pushp Raj Singhvi	00347511	NE & ID	4	3(1)	4/4	Yes
Mr. Milin Mehta	01297508	NE & ID	3	5(3)	4/4	Yes
Mr. William Sean Sovak (Up to July 22, 2015)	01161892	NE & NID	-	-	-	NA

*ED - Executive Director

*NE & ID - Non Executive and Independent Director

*NE & NID - Non Executive and Non Independent Director

Note : Mr. William Sean Sovak ceased to be a Director with effect from July 22, 2015.

(v) Executive Directors

Mr. Mahendra Sanghvi	-	Executive Chairman
Mr. Laxman Sanghvi	-	Executive Director
Ms. Tilottama Sanghvi	-	Whole Time Director
Mr. Amit Sanghvi	-	Managing Director

(vi) Independent Directors

- Mr A S Anandkumar having vast experience in the field of "Banking, and Financial Advisory is an Independent Director.
- Mr. Sarup Chowdhary having vast experience in the Polymer Sector is an Independent Director.
- Mr. Pushp Raj Singhvi having vast experience in the "Polymer Industry" is an Independent Director.
- Mr. Milin Mehta, Chartered Accountant & a Law Graduate is an Independent Director.

(B) Inter-se Relation

Mr. Mahendra Sanghvi, Executive Chairman is the :

- Brother of Mr. Laxman Sanghvi, Executive Director.
- Spouse of Ms. Tilottama Sanghvi, Whole Time Director.
- Father of Mr. Amit Sanghvi, Managing Director.

None of the other Directors is inter-se related.

(C) Director's Shareholding in the Company

Name of Director	Shareholding as on 31.03.2016 (No. of Equity Shares)	% of Shareholding as on 31.03.2016
Mr. Mahendra Sanghvi	829,875	9.98 %
Mr. Laxman Sanghvi	501,924	6.03 %
Ms. Tilottama Sanghvi	898,490	10.80 %
Mr. Amit Sanghvi	60,000	0.72 %

None of the other Directors holds shares of the Company as on March 31, 2016.

(D) Board Meeting(s) during FY 2015-16

Four Board Meetings were held during the F.Y. 2015-16 on the following dates :

Board Meetings	I	II	III	IV
Dates	May 16, 2015	August 08, 2015	October 31, 2015	February 11, 2016
Start Timing	2:30 p.m.	2:30 p.m.	1:30 p.m.	2:30 p.m.
Venue	Rania Plant, Vadodara	Rania Plant, Vadodara	Rania Plant, Vadodara	Rania Plant, Vadodara

The details of attendance of each of the Directors at the Board Meeting(s) are given above in the table at point no. 2A.

(E) Board Meeting Procedures :

Annual Calendar of Board Meetings of the year is usually considered in the Board Meeting of the last quarter of the previous financial year. The notice convening Board Meeting is sent to each of the Directors along with relevant papers well in advance of the meeting date. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. All significant developments and material events are brought to the notice of the Board; either as a part of the agenda papers in advance of the meeting or by way of presentations or circulation of relevant documents during the meeting. The Managing Director and the Chief Financial Officer briefs the Board on the financial performance of the Company during the previous quarter and trend analysis as compared to the budgets, operational performance and market scenario.

The Company receives reports from various departmental heads, certifying the compliance of applicable statutory laws, rules and regulations every quarter. The Managing Director, on basis of the reports certifies the Board, the compliance with various applicable statutory laws, rules and regulations.

The Board has complete access to all the information of the Company. The following information is provided to the Board as and when occasion arises:

1. Annual Operating Plans, budgets and any updates
2. Capital Budgets and any updates
3. Quarterly Results of the Company and its operating divisions or business segments
4. Minutes of meeting of Audit Committee & other committees of the Board
5. The Information on recruitment and remuneration of senior officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
6. Show Cause, Demand, Prosecution notices and penalty notices, which are materially important.
7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.

8. Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.
10. Details of any joint venture or collaboration agreement.
11. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
12. Significant labour problems and their proposed solutions. Any significant development in Human Resources/industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement scheme, etc.
13. Sale of Investment, subsidiaries, assets which are material in nature and not in normal course of business.
14. Quarterly details of foreign exchange exposures and the steps taken by the Management to limit the risks of adverse exchange rate movement, if material.
15. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer.
16. Investor Relation Activities undertaken by the Company.

(F) Code of Conduct

The Company has laid down a Code of Conduct, for all its Board Members and Senior Management Personnel for avoidance of conflicts of interest. The declarations with regard to its compliance have been received for the financial year 2015-16 from all the Board Members and Senior Management Personnel. There were no material financial and commercial transactions, in which Board Members or Senior Management Personnel had personal interest, which could lead to potential conflict of interest with the Company during the year. The Code of Conduct is also available on the Company's website www.shaily.com and can be viewed on the web link – <http://www.shaily.com/downloads.aspx>.

(G) Familiarization Programme to Independent Directors

Guided by the principles laid down for Corporate Governance under the Listing Agreement, SEBI Listing Regulations, 2015 and the Companies Act, 2013, Independent Directors are appraised through familiarization programmes to provide insights into the Company, including; nature of Industry in which the Company operates, business model of the Company, relevant information on business processes and roles, responsibilities, duties and rights of the Independent Directors.

The details of such familiarization programmes have been disclosed on the website of the Company on the web-link - <http://www.shaily.com/downloads.aspx>

4 Audit Committee

(A) Composition of Audit Committee

The Company has an Audit Committee at the Board level, with the powers and roles in accordance with the prevailing regulatory requirements. The Committee acts as a link amongst the Management, Auditors and the Board of Directors. The existing Audit Committee was last re-constituted in a Board Meeting held on August 08, 2015 with following members:

S. #	Name of Director(s)	Acting in the Committee as	Category
1	Mr. A S Anandkumar	Chairman	Independent Director
2	Mr. Sarup Chowdhary	Member	Independent Director
3	Mr. P R Singhvi	Member	Independent Director
4	Mr. Milin Mehta	Member	Independent Director

The Company Secretary acts as Secretary to the Audit Committee.

Note : Upon resignation of Mr. A S Anandkumar, Independent Director, the Audit Committee has been re-constituted effective from May 19, 2016 with Mr. Milin Mehta as Chairman and Mr. Sarup Chowdhary, Mr. P R Singhvi and Mr. Dilip Shah as Members, all being Independent Directors.

(B) Meetings of Audit Committee and Attendance of Members

Details of the Audit Committee Meetings held during the FY 2015-16 are as follows:

Audit Committee

Meetings	I	II	III	IV
Dates	May 16, 2015	August 08, 2015	October 31, 2015	February 11, 2016
Start Timing	1:30 p.m.	1:30 p.m.	12:30 p.m.	12:30 p.m.
Venue	Rania Plant, Vadodara	Rania Plant, Vadodara	Rania Plant, Vadodara	Rania Plant, Vadodara
Attended by	2 Members	All Members	All Members	All Members

The meetings of Audit Committee were also attended by the Managing Director, Other Executive Directors, the Chief Financial Officer, the Company Secretary, the Statutory and the Internal Auditors of the Company.

All the members of Audit Committee are financially literate and majority of them have accounting and financial management expertise. The Chairman of the Audit Committee, Mr. A S Anandkumar, attended the 35th Annual General Meeting held on Saturday, August 08, 2015.

The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews :

1	Management Discussion and Analysis of financial condition and results of operations.
2	Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
3	Management letters / letters of internal control weaknesses issued by the statutory auditors;
4	Internal audit reports relating to internal control weaknesses;
5	The appointment, removal and terms of remuneration of the Internal Auditor(s); and
6	Statement of deviations

(C) Terms of Reference

The terms of reference of this Committee include matters specified in the Companies Act, 2013, Rules made thereunder, Listing Agreement or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable, and those specified by the Board in writing. Besides having access to all required information within the Company, the Committee may investigate any activity within its terms of reference, seek information from any employee, secure attendance of outsiders with relevant expertise, or obtain legal or other professional advice from external sources, whenever required.

The Committee acts as a link amongst the Management, Auditors and the Board of Directors. The Audit Committee acts in accordance with the terms of reference which, inter alia, include:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
 2. Recommending the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company.
 3. Approval of payment to statutory auditors, including cost auditors and internal auditors, for any other services rendered by them.
 4. Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by the management;
 - d) Significant adjustments made in financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions; and
 - g) Modified opinion(s) in the draft audit report.
 5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Reviewing and monitoring the Auditors Independence and performance, and effectiveness of audit process.
 8. Approval or any subsequent modification of transactions of the Company with related parties.
 9. Scrutiny of inter-corporate loans and investments.
 10. Valuation of undertakings or assets of the Company, wherever it is necessary.
 11. Evaluation of internal financial controls and risk management systems.
 12. Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems.
-

13. Discussion with internal auditors of any significant findings and follow-up thereon.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. To review the functioning of the Vigil Mechanism and Whistle Blower mechanism.
18. Approval of appointment of the Chief Financial Officer (the Wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate.
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

5 Nomination & Remuneration Committee (NRC)

Pursuant to the provisions of Section 178 of the Companies Act, 2013, read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as may be applicable, "Nomination & Remuneration Committee" of the Board (hereinafter referred to as "NRC") was re-constituted with effect from August 08, 2015, upon resignation of Mr. William Sean Sovak on July 22, 2015.

(A) Composition of NRC

The NRC, last re-constituted on August 08, 2015, is in line with the prevailing provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, read with Section 178 of the Companies Act, 2013 and rules made thereunder, consisting of the following members :

S. #	Name of Director(s)	Acting in the Committee as	Category
1	Mr. Sarup Chowdhary	Chairman	Independent Director
2	Mr. P R Singhvi	Member	Independent Director
3	Mr. Milin Mehta	Member	Independent Director
4	Mr. Mahendra Sanghvi	Member	Executive Chairman

The Company Secretary acts as Secretary to this Committee.

(B) Meetings of NRC and Attendance of Members

During the FY 15-16, two meetings of NRC were held, details of which are as follows;

NRC Meeting(s)	Dates	Start Timing	Venue	Attended by
I	May 16, 2015	12:30 p.m.	Rania Plant, Vadodara	3 Members
II	February 11, 2016	11:45 a.m.	Rania Plant, Vadodara	All Members

(C) Terms of Reference of NRC

The Committee acts as a link between the Management and the Board of Directors. Besides having access to all required information within the Company, the Committee may investigate any activity within its terms of reference, seek information from any employee, secure attendance of outsiders with relevant expertise, or obtain legal or other professional advice from external sources, whenever required.

The Nomination and Remuneration Policy of the Company is available on the website www.shaily.com of the Company at the weblink - <http://www.shaily.com/downloads.aspx>.

The Committee shall act in accordance with the terms of reference which, inter alia, include:

- a) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
- b) To carry out evaluation of every Director's performance;
- c) To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- d) To formulate the criteria for evaluation of Independent Directors and the Board;
- e) To devise a policy on Board diversity;
- f) To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
- g) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- h) To perform such other functions as may be necessary or appropriate for the performance of its duties.

(D) Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulations 17 & 19 read with Part D of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own, and that of its Committees and Individual Directors on certain parameters set out in the Nomination and Remuneration Policy adopted by the Board.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the non-Independent Directors including the Executive Directors was carried out by the Independent Director.

6 Stakeholders Relationship Committee (SRC)

Pursuant to the provisions of Section 178(5) of the Companies Act, 2013, read with the Regulation 20 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Stakeholders Relationship Committee (hereinafter referred to as "SRC") has been constituted to especially look into the mechanism of redressal of grievances of shareholders.

(A) Composition of SRC

The Composition of the SRC, last re-constituted on August 08, 2015, consists of the following members :

S. #	Name of Director(s)	Acting in the Committee as	Category
1	Mr. Milin Mehta	Chairman	Independent Director
2	Mr. A S Anandkumar	Member	Independent Director
3	Mr. Laxman Sanghvi	Member	Executive Director

The Company Secretary acts as Secretary to this committee.

Note : Upon resignation of Mr. A S Anandkumar, Independent Director, the Committee has been re-constituted effective from May 19, 2016 with Mr. Milin Mehta as Chairman, Mr. P R Singhvi and Mr. Amit Sanghvi as Members of the Committee.

(B) Meetings of SRC and Attendance of Members

During the FY 15-16, one meeting of SRC was held, details of which is as follows;

SRC Meeting(s)	Dates	Start Timing	Venue	Attended by
I	May 16, 2015	12:00 noon	Rania Plant, Vadodara	2 Members

(C) Terms of Reference of SRC

The Committee shall act in accordance with the terms of reference which shall, inter alia, include:

- To specifically look into the mechanism of redressal of grievances of shareholders.
- The Committee shall consider and resolve the grievances of the shareholders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends and;
- To review effectiveness of Investors' relations system of the Company.

There were no complaints received during the year ended on March 31, 2016.

7 Corporate Social Responsibility Committee (CSR Committee)

Pursuant to the provisions of Section 135 of the Companies Act, 2013, "Corporate Social Responsibility Committee (hereinafter referred to as "CSR Committee") of the Board was constituted effective from May 17, 2014.

(A) Composition of CSR Committee

The Composition of the CSR Committee, consists of the following members :

S. #	Name of Director(s)	Acting in the Committee as	Category
1	Mr. P R Singhvi	Chairman	Independent Director
2	Mr. Laxman Sanghvi	Member	Executive Director
3	Ms. Tilottama Sanghvi	Member	Wholtime Director

The Company Secretary acts as Secretary to this Committee.

(B) Meetings of CSR Committee and Attendance of Members

During the FY 15-16, one meeting of SRC was held, details of which is as follows;

CSR Committee Meeting	Dates	Start Timing	Venue	Attended by
I	May 16, 2015	11:30 a.m.	Rania Plant, Vadodara	2 Members

(C) Terms of Reference of CSR Committee

The Committee shall act in accordance with the terms of reference which shall, inter alia, include :

- Formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy, which shall indicate the activities to be undertaken by the Company as per Schedule VII to the Companies Act, 2013;
- Recommend the amount of expenditure to be incurred for CSR Purpose; and
- Monitor the CSR Policy of the Company from time to time.

8 Managerial Remuneration

(A) Remuneration to Executive Directors

The Board of Directors, upon recommendation of the Nomination & Remuneration Committee, is authorized to decide the remuneration of the Executive Directors with the approval of the Members and the Central Government, if required.

The Remuneration structure comprises of Salary, Perquisites, Retirement Benefits as per the prevalent law/rules, performance and such other parameters. Annual Increments are decided by the Board of Directors within the salary range approved by the Members.

The details of remuneration paid to the Executive Directors during the Financial Year 2015-16 are as below :

(` in lacs)						
Name of Director(s)	Designation	Salary & Performance Bonus	Allowance & Perquisites	Company's Contribution to Funds	Others	Total
Mr. Mahendra Sanghvi	Executive Chairman	52.31	26.03	5.71	4.76	88.81
Mr. Laxman Sanghvi	Executive Director	35.03	17.61	3.82	3.18	59.65
Ms. Tilottama Sanghvi	Whole Time Director	18.68	10.01	2.04	1.70	32.43
Mr. Amit Sanghvi	Managing Director	52.31	27.33	5.71	4.76	90.10

Notes :

- Company's Contribution to funds include Superannuation Fund and Provident Fund.
- The Company did not have any Stock Option Scheme as at March 31, 2016.
- The Executive Directors are not paid sitting fees for attending meetings of the Board and of the Committees.

(B) Remuneration to the Non-Executive Directors

The Non-Executive Directors (i.e. other than those who are not in whole time employment of the Company) are paid Sitting Fees for attending Board/Committee Meetings and no commission/share of profit is paid to them. The details of Sitting Fees paid to them for attending Board/Committee Meetings during the FY 2015-16 are as follows :

Name of the Directors	Number of Meetings Attended					Amount (In `) Sitting Fees
	Board Meetings	Audit Committee Meetings	Stakeholders Relationship Committee	Nomination & Remuneration Committee	Corporate Social Responsibility Committee	
	` 30,000/- per meeting		` 15,000/- per meeting			
Mr. A S Anandkumar	4	4	1	-	-	195,000
Mr. Sarup Chowdhary	3	3	-	2	-	165,000
Mr. P R Singhvi	4	3	-	2	1	210,000
Mr. Milin Mehta	4	4	-	1	-	195,000
Total						765,000

Notes :

- All the Directors have been reimbursed expenses incurred by them in discharge of their duties.

- b. None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company and its associates except Mr. Milin Mehta where the Company has paid a total of ₹ 5.83 Lacs to M/s. K. C. Mehta & Co. Chartered Accountants, as fees for professional services provided by the firm to the Company. Mr. Milin Mehta is partner of the said firm. The Board does not consider the firm's association with the Company to be of a material nature so as to affect independence of judgment of Mr. Milin Mehta as an Independent Director of the Company.

9 General Body Meetings

Details of Annual General Meetings held in last three years are as follows:

Particulars	Meetings		
	33 rd AGM	34 th AGM	35 th AGM
Date	August 10, 2013	September 20, 2014	August 08, 2015
Start Timing	12:30 p.m.	2:00 p.m.	12:00 Noon.
Venue	Survey 364-366, At. & Po. Rania, Tal. Savli, Dist – Vadodara, - 391 780	Survey 364-366, At. & Po. Rania, Tal. Savli, Dist – Vadodara, - 391 780	Survey 364-366, At. & Po. Rania, Tal. Savli, Dist – Vadodara, - 391 780
Resolutions Passed			
Ordinary Business :			
(1) Adoption of Accounts as at	March 31, 2013	March 31, 2014	March 31, 2015
(2) Declaration of Dividend	—	—	Rs. 2 per equity share of Rs. 10 each.
(3) Re-appointment of Rotational Directors	Mr. Jayesh Shah Mr. Sarup Chowdhary Mr. Amit Sanghvi	Ms. Tilottama Sanghvi Mr. Laxman Sanghvi —	Mr. Amit Sanghvi — —
(4) Appointment of Auditors & to fix their Remuneration	M/s Deloitte Haskin & Sells, Chartered Accountants, Vadodara		
Special Business			
(1) Appointment/ Re-appointment of Directors	Mr. P R Singhvi Mr. Samaresh Parida Mr. Mahendra Sanghvi Mr. Laxman Sanghvi	Ms. Tilottama Sanghvi Mr. Amit Sanghvi Mr. P R Singhvi Mr. A S Anandkumar Mr. Sarup Chowdhary	Mr. Milin Mehta Mr. Amit Sanghvi as Managing Director Mr. Mahendra Sanghvi as Executive Chairman
(2) Approval of Remuneration to (<i>Special Resolution</i>)	Mr. Mahendra Sanghvi Mr. Laxman Sanghvi	Ms. Tilottama Sanghvi Mr. Amit Sanghvi	Mr. Amit Sanghvi
(3) Approval of Alteration of Articles (<i>Special Resolution</i>)	—	Adoption of substituted Articles of Association of the Company	Substitution of Article 143 & 94 of the AOA of the Company
(4) Approval for Borrowings u/s 180 (1)(a) & 180(1)(c) (<i>Special Resolution</i>)	—	Creation of charge/ mortgage and borrowing limits upto Rs 300 crores	—

- | | | | |
|-----|--|---------------------|---|
| (5) | Waiver of Recovery —
of Remuneration &
Professional Fees
from
(Special Resolution) | Mr. Samaresh Parida | — |
|-----|--|---------------------|---|

- ✍ An Extra Ordinary General Meeting was held on December 20, 2014 for approval of Preferential issue upto 1,000,000 equity shares of face value ` 10/- each to Mr. Ashish Kacholia at a price of ` 251/- per equity share (i.e. Premium of ` 241/- per equity share) on a preferential allotment basis vide Special Resolution.
- ✍ There was no business in the FY 2015-16, which was required to be transacted through Postal Ballot.
- ✍ At the forthcoming 36th Annual General Meeting, there is no item on the agenda requiring postal ballot.

10 Means of Communication

I. Financial Results

Pursuant to provisions of the erstwhile Listing Agreement or SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as may be applicable, periodical financial results and other publications of the Company are being published in a widely circulated English newspaper (Business Standard – Mumbai & Ahmedabad Edition) and a Vernacular Gujarati newspaper (Vadodara Samachar). The Audited Financial Results for the Quarter and Year Ended on 31st March, 2016, were published in “Economic Times – All India Edition”. Financial results, as soon as they are approved by the Board, are forwarded to the Bombay Stock Exchange (BSE) and also displayed on Company’s Website – www.shaily.com and can be viewed at the weblink ; http://www.shaily.com/Financial_Results.aspx .

II. Filings with Stock Exchange

All the reports, statements, documents, filings and any other information that are required to be submitted with the recognised stock exchange(s) as per the Listing Agreement or Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as may be applicable, and other news releases, are disseminated vide the BSE Listing Centre and uploaded on website of the Company – www.shaily.com as may be required from time to time.

III. Analyst Presentation

Pursuant to the requirement of the Securities Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable, from time to time, the Company disseminates the information on :

- Investors/Results Presentation
- Earnings Call Invite
- Earnings Call Transcripts

to the Bombay Stock Exchange (BSE) as also displays it on the website of the Company available on the following weblink : - http://www.shaily.com/Corporate_presentation.aspx

11 General Shareholder Information

- (i) 36th Annual General Meeting is scheduled to be held

On	: Tuesday, August 02, 2016	Venue	: Patel Wadi, Opp. Jalaram Temple, Village Rania – 391 780, Sankarda Bhadarwa Road, Tal. Savli, Dist. Vadodara, Gujarat, India.
At	: 11:30 a.m.		

(ii) Financial Year and Reporting

01st April to 31st March

a.	01 st April to 30 th June	-	1 st Quarter	-	By August 15
b.	01 st July to 30 th September	-	2 nd Quarter	-	By November 15
c.	01 st October to 31 st December	-	3 rd Quarter	-	By February 15
d.	01 st January to 31 st March	-	4 th Quarter	-	By May 30

(iii) Date of Book Closure

July 26, 2016 to August 02, 2016 (Both days inclusive)

(iv) Dividend

The Directors have recommended dividend of ` 4/- (40 %) per equity share for the financial year ended on March 31, 2016 under Agenda Item No. 2 of the forthcoming 36th Annual General Meeting scheduled on August 02, 2016. If declared, the dividend shall be credited/dispatched between August 02, 2016 to August 07, 2016, within the time frame prescribed in the Companies Act, 2013.

(v) Audits in Financial Year 2015-16

S. #	Audits	Auditors	Audit Firm
1	Statutory Audit	Statutory Auditor	Deloitte Haskin & Sells Chartered Accountants, Vadodara
2	Cost Audit	Cost Auditors	Y.S. Thakar & Co. Cost Accountants, Vadodara
3	Tax Audit	Tax Auditor	Deloitte Haskin & Sells Chartered Accountants, Vadodara
4	Secretarial Audit/ Reconciliation of Share Capital Audit	Secretarial Auditors	Samdani Shah & Asso., Company Secretaries, Vadodara

(vi) Listing of Equity Shares on Stock Exchange

The Equity Shares of the Company are listed on :

BSE Limited (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra, India

The requisite listing fees have been paid to the BSE upto March 31, 2016.

(vii) Custodial Fees to Depositories

The Company has paid custodial fees for the year 2015-16 to the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

(viii) Stock Code

BSE Limited	-	501423
Scrip Code	-	SHAILY
International Securities Identification Number (ISIN)	-	INE 151 G01010
Corporate Identification Number (CIN)	-	L51900GJ1980PLC065554

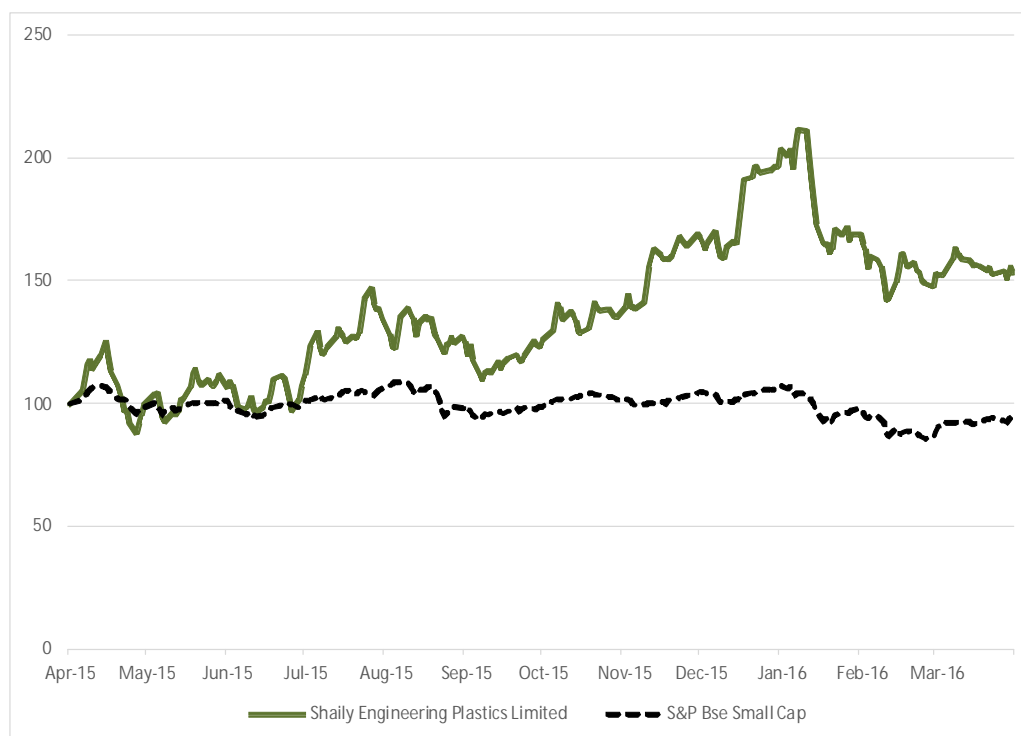
(ix) Market Price Data

A summary containing monthly High/Low Share prices at BSE Limited is as under :

Month(s)	Open Price (₹)	High Price(₹)	Low Price(₹)	Close Price(₹)
April 2015	323	419	285.5	323.7
May 2015	334.5	383.6	291.6	364
June 2015	364.5	373.8	300	347
July 2015	364.3	488	364.3	438.1
August 2015	435.5	460.5	372.7	415.3
September 2015	405	414	350	400.1
October 2015	400	466.9	397.4	441.1
November 2015	442	559.9	420.5	549.3
December 2015	557.75	640	500	631
January 2016	670	704	502.25	549.5
February 2016	550	568.75	439	480.5
March 2016	480	542.9	462	500

(x) Stock Performance

The performance of the Company's shares for the Financial Year 2015-16 is given as below :



[Base 100 (₹ 325.5 as on 01st April, 2015)]

(xi) Registrar & Share Transfer Agent (RTA)

The details are as under :

Name	Address	Phone	Email
Bigshare Servies Private Limited	E-2/3, ANSA Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400 072	+91-22-4043200 Fax : +91-22-28475207	investors@bigshareonline.com Website : www.bigshareonline.com

BigShare Services Private Limited is acting as a 'Registrar & Share Transfer Agent' for Company's Equity shares in physical & dematerialized form.

(xii) Share Transfer System

Shares sent for transfer in physical form are registered and returned by our Registrar & Share Transfer Agents within 15 days of receipt of the documents, provided the documents are found to be in order. The shares under objection are returned within two weeks. The RTA provides the company quarterly reports in this context. The Company obtains Half Yearly Certificate under Clause 47(c) of the erstwhile Listing Agreement and Regulation 40(9) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and necessary submissions with the Stock Exchange are complied with.

(xiii) Distribution of Shareholding

Distribution of Shareholding as on March 31, 2016 :

Analysis of Shareholding	Number of Shareholders	Percentage of Total Shareholders	Share Amount (₹)	Percentage of Total Shares
1 – 5000	2198	88.7364	1934400	2.3254
5001-10000	110	4.4409	869130	1.0448
10001-20000	59	2.3819	941850	1.1322
20001-30000	28	1.1304	714250	0.8586
30001-40000	11	0.4441	390290	0.4692
40001-50000	8	0.3230	382260	0.4595
50001-100000	21	0.8478	1604470	1.9288
100001-999999999	42	1.6956	76347650	91.7813
Total	2477		83184300	100.00

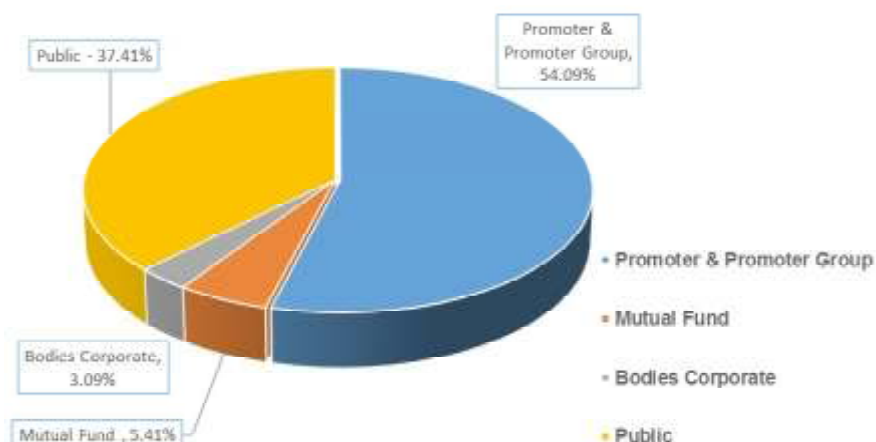
Note : The information given above in Distribution Schedule is on the basis of the Reports received from the Registrar & Share Transfer Agent, M/s Bigshare Services Pvt. Ltd.

✍ Category – Wise summary of Shareholding:

(As at March 31, 2016)

S. #	Category	No. of Shareholders	No. of Shares	%
1	Promoter & Promoter Group	19	4499843	54.09
2	Corporate Bodies	103	256879	3.09
3	Mutual Fund	1	450000	5.41
4	Public & Others	2307	3111708	37.41
	Total	2430	8318430	100.00

Distribution of Shareholding



(xiv) Dematerialization of Shares and Liquidity

89.69% of the Paid-up Equity Share Capital is held in Dematerialised Form with the National Securities Depository Limited and Central Depository Services (India) Limited as on March 31, 2016.

	NSDL	CDSL	Physical	Total
Shares (Nos.)	59,69,693	15,08,281	8,40,456	8318430
Shares (%)	71.77	18.13	10.10	100.00

(xv) Plant Location

The manufacturing activities are carried out from the plants located in the State of Gujarat, out of which four Plants are in Rania and one plant is in Halol.

(xvi) Correspondence Address

Shareholders / Beneficial owners are requested to correspond with the Company's RTA (Registrar & Share Transfer Agent) as shown in Para (xi) with respect to any query, request, information or clarification pertaining to shares and are further advised to quote their folio number, DP & Client ID number as the case may be, in all correspondence with it. In addition to the Registrar's details given in (xi), shareholders may correspond at the following address:

Registered Office :

The Secretarial Department	Phone	Email
Shaily Engineering Plastics Limited	+91 - 2667 - 244307/244348/244361	investors@shailly.com
Survey No. 364-366,	Fax	Website
At. & Po. Rania - 391 780,	+91 -2667 - 244372	www.shailly.com
Tal. Savli, Dist - Vadodara, Gujarat, India		

(xvii) Information through Company's website

The information pertaining to financial performance, shareholding pattern, compliance with Corporate Governance & announcements are being updated and can be viewed on the Company's website- www.shaily.com and contains comprehensive information about the Company, its products, services, solutions, press releases and investor's information, etc. The required information is being placed from time to time on the website.

(xviii) Management Discussion & Analysis

The Management Discussion and Analysis Report for the year ended on March 31, 2016, forms part of the Annual Report.

Disclosures

1. The Board has received disclosures from the Senior Management relating to material, financial and commercial transactions, where they and/or their relatives have personal interest. There are no materially significant related party transactions of the Company, which have potential conflict with the interest of the Company at large; however, transactions with related parties as per requirements of Accounting Standard - 18 are disclosed under notes to accounts.
2. All transactions with related party, as defined under the Companies Act, 2013, Clause 49 of the Listing Agreement or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable, during the year were in ordinary course of business & at arm's length basis and do not attract provisions of Section 188 of the Companies Act, 2013. The Board has approved a policy on dealing with related party transactions, and the same has been uploaded on the Company's website at the web link - <http://www.shaily.com/downloads.aspx>
3. The Company has established Vigil Mechanism to provide for the safeguards against victimisation of Directors and Employees who follow such mechanism. The Board has approved Whistle Blower Policy / establishment of Vigil Mechanism pursuant to Provisions of Companies Act, 2013, Clause 49 of the Listing Agreement or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable, and the same has been put up on the website of the Company at the web link - <http://www.shaily.com/downloads.aspx>

As per the Policy no person has been denied access to the Chairman of Audit Committee.

4. There have been no instances of any penalties or strictures imposed on the Company on any matter relating to the capital market, either by Stock Exchange, Securities and Exchange Board of India or any statutory authority during the last three years.
5. The Company has adopted and complied with mandatory requirements as per Clause 49 of the Listing Agreement or provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. Some of the non-mandatory requirements have also been complied with.
6. The requisite certificates from CEO and CFO were placed before the Board Meetings for consideration.
7. The Company has adequate risk assessment and minimization system in place. The risk management procedure is reviewed periodically.

Non-mandatory Requirements {Clause 49 Annexure - XIII to the Listing Agreement} OR Discretionary Requirements {Reg. 27(1) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedule II - Part E}

(A) Reporting of Internal Auditor

M/s Shah Jain & Hindocha, Chartered Accountants, Internal Auditor of the Company, submits report to the Audit Committee regularly.

(B) Separate Posts of Chairman and CEO

The Chairman and the Managing Director are two separate individuals with vast experience and expertise.

(C) Audit Qualification / Modified Opinion(s)

There has been no Audit Qualification / Modified Opinion(s) in the Audit Report by the Auditor in the year 2015.

For and on behalf of the Board

Mahendra Sanghvi
Executive Chairman
DIN : 00084162

Vadodara : May 18, 2016

To,
The Members of Shaily Engineering Plastics Limited

Re.: Declaration by CEO

I, AMIT SANGHVI, Managing Director of Shaily Engineering Plastics Limited, hereby declare that to the best of my knowledge and belief, all members of the Board of Directors and Senior Management Personnel have confirmed compliance with Company's Code of Conduct for the year ended on March 31, 2016.

Vadodara, May 18, 2016

Amit Sanghvi
Managing Director
DIN : 00022444

CORPORATE GOVERNANCE CERTIFICATE

To the Members
of Shaily Engineering Plastics Limited

We have examined the compliance of the conditions of Corporate Governance by Shaily Engineering Plastics Limited (hereinafter referred to as 'the Company') for the year ended 31st March, 2016 as stipulated in clause 49 of the Listing Agreement of the said Company with BSE Limited and/or Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as may be applicable.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and/or Listing Regulations as may have been applicable.

We state that in respect of investor grievances received during the year ended 31st March, 2016, no investor grievances are pending against the Company, as per the records maintained by the Company and presented to the Shareholders' / Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Suresh Kumar Kabra
Company Secretary
Partner

Vadodara, May 18, 2016

Samdani Shah & Asso.
Company Secretaries
ACS No. : 9711
CP No. : 9927

CORPORATE SOCIAL RESPONSIBILITY REPORT

[Annexure – C to the Directors' Report]

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

A. Shaily's CSR Policy & Objective

At Shaily, we believe that science and technology are synonymous with economic and human development as both aim to drive progress, improve standard of living while preserving environment and supporting sustainability. We constantly strive to contribute in humble ways to the motto "*May Everyone be Happy*" and take up the cause of welfare amongst communities in which we operate.

We aim to constantly identify and implement initiatives which are scalable and sustainable and which have the capacity to create a positive impact on the lives of especially the weaker and marginalised sections. By contributing to development of health, science and culture, we wish to further all-round progress.

Our Policy lays a framework to identify and implement different CSR initiatives of the Company within the context of policy and in alignment with relevant provisions of the Companies Act, 2013 while following high standards of corporate governance. The CSR Committee of the Board of Shaily Engineering Plastics Limited, reviews, improves, directs and monitors effective implementation of this Policy.

The Company focuses its activities on the following areas where it is in a position to create maximum value. These are,

- ✍ Health / Medical purpose
- ✍ Education purpose
- ✍ Sanitation / Cleanliness purpose

The above areas are mapped with the activities as prescribed in Schedule VII to the Companies Act, 2013 in the Annexure. CSR Policy of the Company is available on the Company's website – www.shaily.com and can be viewed at the weblink; <http://www.shaily.com/downloads.aspx>.

B. CSR Committee

The Committee comprises of the following members ;

S. #	Name of Director(s)	Acting in the Committee as	Category
1	Mr. P R Singhvi	Chairman	Independent Director
2	Mr. Laxman Sanghvi	Member	Executive Director
3	Ms. Tilottama Sanghvi	Member	Wholetime Director

C. CSR Financials

In terms of Section 135 of the Companies Act, 2013, an amount of ₹ 20.06 lacs, comprising 2% of the Company's average net profit has been budgeted to be utilized towards the CSR activities in the year 2015-16.

	(In lacs)
Particulars	Amount
Average Net Profit of the Company for last three financial Years	1003.006
Prescribed CSR Expenditure (2% of the average net profit computed above)	20.06
Amount Spent	16.29
Amount Unspent	3.77

D. CSR Expenditure – FY 2015-16

Amount spent : ₹ 16.29 lacs

CSR Programmes that are truly beneficial to the society in the long run, support livelihood and infuse sense of pride in living (especially within the underprivileged sections of the society), have been the focus of CSR initiatives. The project-wise details are detailed under point E of the CSR Report.

The Company has identified various projects. Some of these have progressed well, while others are ongoing and at the stage of conceptualization and initialization.

E. Summary of Projects

In 2015-16, in compliance with its CSR Policy, the Company focused its activities on Health / Medical purpose, Education purpose, Sanitation / Cleanliness purpose. These initiatives are built upon the strong base of performance in environmental sustainability and applicable laws.

The major projects and heads under which the outlay amount was spent in Financial Year 2015-16 are as follows :

(In lacs)						
S.	CSR project/activity/beneficiary	Sector in which project is covered	Location of project/program	Amount outlay (budget)	Amount spent on projects/ programs	Cumulative expenditure upto the reporting period
1	Donation of 15 tricycles to handicapped tribal people	Healthcare	Vadodara	1.00	1.00	1.00
2	Sponsor of 'Custom Built Distribution Vehicle' for Akshaya Patra Foundation Mid-day meal distribution for unprivileged community students	Malnutrition/ Education	Vadodara	10.63	10.63	10.63
3	Financial Support for Medical Treatment of Mr. Noor Shah, suffering with severe disease Hypotaxis - B	Healthcare	Vadodara	0.96	0.96	0.96
4	Sponsor of License Renewal Fees of "Learning De Light", a digitized solution for Gujarati Medium Schools.	Education	(1)SavliKanya Shala, Savli (2)Savli Kumar Shala, Savli (3)HalolKanya Shala, Savli (4)Duniya Primary Shala, Halol	0.40	0.40	0.40
5	Contribution in "Jeevan Prabhat Scheme" for Orphans & Widows	Poverty, Malnutrition and Healthcare	Gandhidham	1.00	1.00	1.00
6	Donation for children with Autism, Down's syndrome, Cerebral Palsy, Deaf-blindness, Mental Retardation and other Developmental disabilities	Healthcare & Education	Vadodara	1.00	1.00	1.00
7	Donation of two "Mini dustbin tractors Hydraulic Trolley" to Rania Gram Panchayat	Sanitation/ Cleanliness	Rania Village, Taluka. Savli	1.30	1.30	1.30
Total					16.92	

(b) Amount Unspent : ` 3.77 lacs

Explanation :

- a. The Company followed a systematic approach towards implementation of its CSR initiatives. Focus areas are being continuously identified. Projects have been selected based on extensive need impact study. Implementation partners have been selected upon careful evaluation. In all these endeavours, we have emphasised on high level of quality, excellence and innovation at every stage of conceptualisation and implementation. This required time and hence some delay with consequent shortfall in the amount spent vis a vis target.
- b. It was planned to provide financial support to orphanages through 'Bal Yogi Charitable Trust, Vadodara' and 'Hari Seva Charitable Trust, Vadodara' on the auspicious occasion of "Dipawali". However, the trust refused the same and the noble cause was accepted in terms of 'sweets'.
- c. It was planned to provide medical support to village community through 'Satyam Hospital, Vadodara' by arranging 'Free Medical Check-up camp'. Satyam Hospital served the noble cause but the medical expense was not claimed from us.
- d. The 'Mahavir International Trust, Vadodara' was approached for sponsoring scholarship for students of poor community but the same had already been taken care of by another organization and so the targeted CSR fund could not be achieved.
- e. It was planned to donate 6 computers to the 'Bhairav Ni Muvadi Primary School, Kalol' but the infrastructure of the school was not in place. Hence, the plan could not be executed.

As a result, the amount of ` 03.77 Lac remained outstanding from the targeted CSR fund of the F.Y.2015-16.

We have earmarked the budget for respective Projects and the allocated amount will be spent on those Projects to ensure effective implementation and sustenance thereof.

F. Our CSR Responsibility

We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR Committee monitors the implementation of the projects and activities in compliance with our CSR objectives.

For Shaily Engineering Plastics Limited

Amit Sanghvi
Managing Director
(DIN : 00022444)

Pushp Raj Singhvi
Chairman
CSR Committee
(DIN : 347511)

Vadodara, May 18, 2016

PARTICULARS OF THE EMPLOYEES

[Annexure - D to the Directors Report]

Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- The Ratio of the remuneration of each Director to the median remuneration of the employees for the Financial Year 2015-16 and the Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the F.Y. 2015-16

S. No	Name of Director	Designation	Remuneration (paid/payable) in 2015-16 (₹ in lacs)	Ratio of Directors Remuneration to Median Remuneration	% of increase in Remuneration in Financial Year 2015-16
A	Executive Directors				
1	Mr. Mahendra Sanghvi	Executive Chairman	89.70	46.66:1	-
2	Mr. Laxman Sanghvi	Executive Director	60.07	31.45:1	-
3	Ms. Tilottama Sanghvi	Whole Time Director	32.03	16.66:1	-
4	Mr. Amit Sanghvi	Managing Director	89.70	46.66:1	74.44
B	Key Managerial Personnel				
5	Mr. Sanjay Shah	Chief Financial Officer & Vice President – Finance	32.19	NA	5.14
6	*Ms. Apeksha Patel (Upto November 07, 2015)	Asst. Company Secretary	1.22	NA	—
7	*Ms. Preeti Sheth (From November 09, 2015)	Asst. Company Secretary	1.46	NA	—

*Note :Ms Preeti Sheth appointed as Asst. Company Secretary effective from November 09, 2015 upon resignation of Ms. Apeksha Patel.

- The percentage increase in the median remuneration of employees in the Financial Year :

The median remuneration of employees of the Company was increased by 11.78% during the Financial Year 2015-16.

- The number of permanent employees on the rolls of the Company as on March 31, 2016 :

The number of Staff was 258 and of the Permanent Workers was 101 as on March 31, 2016.

- The Relationship between average increase in remuneration and Company Performance

As per the remuneration policy of your Company, employees are compensated on the basis of performance and potential needed for achieving competitive advantage in the business. The compensation structure has been built by regular benchmarking over the years with relevant players across the industry in which your Company operates in. The increases in 2015-16 were in line with your Company's performance as well as per Company's market competitiveness.

- Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company

Internally, performance ratings of all employees (staff) are always spread across a normal distribution curve. The rating given to an employee is used as an input to determine his variable and merit pay increases. Variable and Merit pay increases are calculated using a combination of individual performance and Company performance.

6. Variations in the Market Capitalization of the Company, price earnings ratio as at closing date of the current Financial Year and previous financial year

Particulars	March 31, 2015	March 31, 2016	% Change
*Market Capitalization (₹ in Crores)	257.87	415.92	61.29%
Price Earnings Ratio	18.03	26.85	48.92%

*For computation of Market Capitalisation & PE Ratio, we have considered BSE Closing share price as on March 31 of respective years.

7. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Internally, performance ratings of all employees are always spread across a normal distribution curve. The rating obtained by an employee is used as an input to determine his variable and merit pay increases. Variable and merit pay increases are calculated using a combination of individual performance and Company performance.

There are no exceptional circumstances for increase in managerial remuneration.

8. Comparison of the remuneration of each of the Key Managerial Personnel against the performance of the Company

The compensation for the Key Managerial Personnels, Senior Management and Employees (Staff) of the Company is guided by the external competitiveness and internal parity through benchmarking surveys.

9. Key Parameters for any variable component of remuneration availed by Directors

The key parameters for any variable component of remuneration availed by the Executive & Non-executive Directors are considered by the Board of Directors based on the recommendations of Nomination & Remuneration committee as per the Remuneration policy for Directors, Key Managerial Personnel, Senior Management Team and other Employees.

All employees including the Managing Director's entitlement to incentive has a variable component which is based on the individual's performance and company's financial performance. Other components of remuneration are not variable during a particular year.

10. Ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:

No Employee of the Company has been paid salary in excess of any Managing / Whole-time Director of the Company.

11. Affirmation that the remuneration is as per the remuneration policy of the Company:

We affirm that remuneration paid to the Employees & Directors is as per the remuneration policy of the Company.

For and on behalf of the Board

Mahendra Sanghvi
Executive Chairman
DIN : 00084162

Vadodara, May 18, 2016

EXTRACT OF ANNUAL RETURN - Form No. MGT-9

As on the financial year ended on 31st March, 2016

[Annexure - E to the Directors' Report]

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L51900GJ1980PLC065554
Registration Date	April 18, 1980
Name of the Company	Shaily Engineering Plastics Ltd.
Category / Sub-Category of the Company	Public Company/Limited by Shares
Address of the Registered office and contact details	Survey No. 364/366, At & Po. Rania, Ta. Savli, Dist. Vadodara – 391780, Gujarat, India Ph : +91 2667 244307/244348/244361 Fax: +91 2667 244372 Website : www.shaily.com
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Big Share Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri(East), Mumbai- 400072 Phone : 022-40430200 Website : www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of other plastics products	22209	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company has no Holding, Subsidiary or Associate Company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Categorywise Shareholding

Category of Shareholder	No. of shares held at the beginning of the year [As at March 31, 2015]				No. of shares held at the beginning of the year [As at March 31, 2016]				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A) Promoters									
1 Indian									
(a) Individuals/ HUF	3679837	780756	4460593	53.62	3116820	427172	3543992	42.60	(11.02)
(b) Central Govt/	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	-	-	-	-	-	-	-	-	-
(e) Banks/FI	-	-	-	-	-	-	-	-	-
(f) Any Others	-	-	-	-	-	-	-	-	-
Sub Total(A)(1)	3679837	780756	4460593	53.62	3116820	427172	3543992	42.60	(11.02)

Category of Shareholder	No. of shares held at the beginning of the year [As at March 31, 2015]				No. of shares held at the beginning of the year [As at March 31, 2016]				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2 Foreign									
a) NRIs-Individual	19250	20000	39250	0.47	582267	373584	955851	11.49	11.02
b) Other -Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)	19250	20000	39250	0.47	582267	373584	955851	11.49	11.02
Total Shareholding of Promoter and Promoter Group									
(A)= (A)(1)+(A)(2)	3699087	800756	4499843	54.09	3699087	800756	4499843	54.09	-
(B) Public shareholding									
1 Institutions									
a) Mutual Funds	-	-	-	-	450000	0	450000	5.41	5.41
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors (FIIs)	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	450000	0	450000	5.41	5.41
(2) Non-institutions									
(a) Bodies Corporate									
a) Indian	189625	0	189625	2.28	256879	0	256879	3.09	0.81
b) Overseas	1044454	0	1044454	12.56	-	-	-	-	-
(b) Individuals									
i. Individual shareholders holding nominal share capital up to ` 1 lakh	137833	43200	181033	2.18	512773	39300	552073	6.64	4.46
ii. Individual shareholders holding nominal share capital in excess of ` 1 lakh.	2372061	13505	2385566	28.68	2515678	0	2515678	30.24	1.56
(c) Others (specify)									
(c-i) Clearing Members	17709	0	17709	0.21	17191	0	17191	0.21	-
(c-ii) Non-Resident Indian	200	0	200	0.00	26766	0	26766	0.32	0.32
Sub-Total (B)(2)	3761882	56705	3818587	45.91	3329287	39300	3368587	40.50	(5.41)
(B) Total Public Shareholding									
(B) = (B)(1)+(B)(2)	3761882	56705	3818587	45.91	3779287	39300	3818587	45.91	-
(C) Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	7460969	857461	8318430	100.00	7478374	840056	8318430	100.00	-

(ii) *Shareholding of Promoters*

S.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mahendra Sanghvi	829,875	9.98 %	0	829,875	9.98%	0	-
2	Laxman Sanghvi	501,924	6.03 %	0	501,924	6.03%	0	-
3	Tilottama Sanghvi	898,490	10.80%	0	898,490	10.80%	0	-
	Total	2,230,289	26.81 %	0	2,230,289	26.81%	0	-

(iii) *Change in Promoters' Shareholding*

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	2,230,289	26.81	2230289	26.81 %
Datewise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
At the End of the year	2,230,289	26.81	2230289	26.81%

iv) *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Sr. No.	Name	Shareholding at the beginning (i.e. as on 01/04/2015) and at the end of the year (i.e. 31/03/2016) with changes and reason for changes				Cumulative Shareholding during the year	
		Number of Shares	Date of Increase/ Decrease	Increase/ (Decrease) in shareholding (No. of shares)	Reason	Number of Shares	Percentage of total shares of the company
1	Ashish Kacholia	1,000,000	1-Apr-15	0	Preferential	1,000,000	12.02
		1,000,000	31-Mar-16	0	Allotment	1,000,000	12.02
2	Narendra Kumar Agrawal	552506	1-Apr-15	0		552,506	6.64
			15-Jan-16	(13068)	Sale	539,438	6.48
			29-Jan-16	(5493)	Sale	533,945	6.42
			5-Feb-16	(6333)	Sale	527,612	6.34
			11-Mar-16	(8646)	Sale	518,966	6.24
			18-Mar-16	(15520)	Sale	503,446	6.05
			25-Mar-16	(1803)	Sale	501,643	6.03
			31-Mar-16	(60)	Sale	501,583	6.03
		501,583	31-Mar-16			501,583	6.03
3	Mukul Mahavir Prasad Agrawal	0	1-Apr-15	0		0	0.00
			3-Jul-15	484030	Purchase	484030	5.82
		484,030	31-Mar-16			484,030	5.82
4	DSP BlackRock Emerging Stars Fund	0	1-Apr-15	0		0	0.00
		450,000	11-Mar-16	450000	Purchase	450,000	5.41
		450,000	31-Mar-16			450,000	5.41

5	Mukul Mahavir Agrawal	0	1-Apr-15	0		0	0.00
		150000	3-Jul-15	150000	Purchase	150,000	1.80
		150,000	31-Mar-16			150,000	1.80
6	Bang Securities Pvt. Ltd	126,631	1-Apr-15		Nil	126,631	1.52
		126,631	31-Mar-16			126,631	1.52
7	Swati Sanjay Shah	241,660	1-Apr-15			241,660	2.91
			4-Mar-16	(149,160)	Sale	92,500	1.11
		92,500	31-Mar-16			92,500	1.11
8	Alpana Shah Parida	180,015	1-Apr-15			180,015	2.16
			31-Jul-15	(5,000)	Sale	175,015	2.10
			15-Aug-15	(30,000)	Sale	145,015	1.74
			7-Sep-15	4,634	Purchase	149,649	1.80
			6-Nov-15	(1,000)	Sale	148,649	1.79
			20-Nov-15	(10,000)	Sale	138,649	1.67
			27-Nov-15	(14,915)	Sale	123,734	1.49
			4-Dec-15	(32)	Sale	123,702	1.49
			25-Dec-15	(20,000)	Sale	103,702	1.25
			8-Jan-16	1985	Purchase	105,687	1.27
			18-Mar-16	(20,000)	Sale	85,687	1.03
		85,687	31-Mar-16			85,687	1.03
9	Arun Subramanyam	0	1-Apr-15			0	0.00
			25-Dec-15	4069	Purchase	4,069	0.05
			31-Dec-15	639	Purchase	4,708	0.06
			8-Jan-16	292	Purchase	5,000	0.06
			22-Jan-16	7588	Purchase	12,588	0.15
			29-Jan-16	4948	Purchase	17,536	0.21
			5-Feb-16	1693	Purchase	19,229	0.23
			12-Feb-16	5771	Purchase	25,000	0.30
			19-Feb-16	10000	Purchase	35,000	0.42
			31-Mar-16	5000	Purchase	40,000	0.48
		40,000	31-Mar-16			40,000	0.48
10	Shreekant Varun Phumbra	0	1-Apr-15				0.00
			18-Sep-15	4000	Purchase	4,000	0.05
			26-Feb-16	25000	Purchase	29,000	0.35
		29,000	31-Mar-16			29,000	0.35
11	Shailesh Gadhia	152,380	1-Apr-15			152,380	1.83
			31-Jul-15	(1570)	Sale	150,810	1.81
			27-Nov-15	(10)	Sale	150,800	1.81
			11-Dec-15	(200)	Sale	150,600	1.81
			18-Dec-15	(600)	Sale	150,000	1.80
			25-Dec-15	(1500)	Sale	148,500	1.79
			8-Jan-16	(500)	Sale	148,000	1.78
			15-Jan-16	(1000)	Sale	147,000	1.77
			5-Feb-16	(129)	Sale	146,871	1.77
			19-Feb-16	(500)	Sale	146,371	1.76
			26-Feb-16	(1677)	Sale	144,694	1.74
			11-Mar-16	(144694)	Sale	0	0.00
		0	31-Mar-16			0	0.00
11	Haresh Shah	115,000	1-Apr-15			115,000	1.83
			11-Mar-16	(115000)	Sale	0	0.00
		0	31-Mar-16			0	0.00
12	Motika Limited	1,044,454	1-Apr-15			1,044,454	1.83
			3-Jul-15	(797854)	Sale	246,600	2.96
			31-Jul-15	(26,297)	Sale	220,303	2.65
			7-Aug-15	(220,303)	Sale	0	0.00
		0	31-Mar-16			0	0.00

Note :

1. Motika Limited was in the list of Top Ten Shareholders as on 01.04.2015.
2. DSP BlackRock Emerging Stars Fund, Arun Subramanyam, ShreeKant Varun Phumbra included in the list of Top Ten Shareholders during the FY 15-16

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year		Change during the Year		Shareholding at the year end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Mahendra Sanghvi [Executive Chairman]	829,875	9.98 %	-	-	829,875	9.98%
2	Ms. Tilottama Sanghvi [Whole time Director]	898,490	10.80%	-	-	898,490	10.80%
3	Mr. Laxman Sanghvi [Whole time Director]	501,924	6.03%	-	-	501,924	6.03%
4	Mr. Amit Sanghvi [Managing Director]	60,000	0.72%	-	-	60,000	0.72%
5	Mr. A.S. Anandkumar [Independent Director]	-	-	-	-	-	-
6	Mr. Sarup Chowdhary [Independent Director]	-	-	-	-	-	-
7	Mr. Pushp Raj Singhvi [Independent Director]	-	-	-	-	-	-
8	Mr. Milin Mehta [Independent Director]	-	-	-	-	-	-
9	Mr. William Sean Sovak ⁽¹⁾ [Independent Director] (Upto July 22, 2015)	-	-	-	-	-	-
10	Mr. Sanjay Shah [CFO & Vice-President Finance]	22,100	0.27%	-	-	22,100	0.27%
11	Ms. Apeksha Patel ⁽²⁾ [Asst. Company Secretary] (Upto November 07, 2015)	-	-	-	-	-	-
12	Ms. Preeti Sheth ⁽²⁾ [Asst. Company Secretary]	-	-	-	-	-	-

Notes :

(1) Mr. William Sean Sovak, resigned from the Company effective from July 22, 2015.

(2) Ms. Preeti Sheth joined as an Asst Company Secretary effective from November 09, 2015, upon resignation of Ms. Apeksha Patel.

5. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	8194.03	21.04	113	8328.07
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	31.69	-	-	31.69
Total (i+ii+iii)	8225.73	21.04	113	8359.77
Change in Indebtedness during the financial year				
Addition	2087.66	-	-	2087.66
Reduction	3713.01	-	-	3713.01
Net Change	(1625.35)	-	-	(1625.35)
Indebtedness at the end of the financial year				
i) Principal Amount	6584.07	21.04	113	6718.11
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	16.30	-	-	16.30
Total (i+ii+iii)	6600.37	21.04	113	6734.41

6. REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Executive Director & Whole-time Director:

(In Lacs)

Sr. No.	Particulars of Remuneration	Mahendra Sanghvi Executive Chairman	Amit Sanghvi Managing Director	Laxman Sanghvi Executive Director	Tilottama Sanghvi Whole Time Director	Total Amount
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	80.62	80.62	53.66	28.15	243.05
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	1.48	2.77	1.17	1.25	6.66
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	(a) as % of profit	-	-	-	-	-
	(b) others, specify	-	-	-	-	-
5.	Others	-	-	-	-	-
	Total (A)	82.10	83.40	54.82	29.39	249.71
	Ceiling as per the Companies Act, 2013					192.77 lacs [10% of Net Profit]

Note : Approval of the Central Government has already been obtained for payment of higher remuneration to Mr. Amit Sanghvi, Mr. Mahendra Sanghvi and Mr. Laxman Sanghvi.

B. Remuneration to other Directors

(In Lacs)

Sr. No.	Particulars of Remuneration	Mr. A S Anandkumar	Mr. Sarup Chowdhary	Mr. Pushp Raj Singhvi	Mr. Milin Mehta	Total Amount
1	Independent Directors					
	1 Fees for attending board /committee meetings	1.95	1.65	2.10	1.95	7.65
	1 Commission	-	-	-	-	-
	1 Others, please specify	-	-	-	-	-
	Total(1)	1.95	1.65	2.10	1.95	7.65
2.	Other Non- Executive Directors	-	-			
	1 Fees for attending Board / committee Meetings	-	-	-	-	-
	1 Commission	-	-	-	-	-
	1 Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1)+(2)	1.95	1.65	2.10	1.95	7.65
	Ceiling as per the Companies Act, 2013					19.28 lacs [1% of Net Profit]

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

					(In Lacs)
Sr. no.	Particulars of remuneration	Sanjay Shah CFO & VP-Finance	Apeksha Patel ⁽¹⁾ Asst. Company Secretary	Preeti Sheth ⁽²⁾ Asst. Company Secretary	Total Amount
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	25.32	1.15	1.35	27.82
	(b) Value of perquisites u/s17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
5.	Others, specify	-	-	-	-
	Total	25.32	1.15	1.35	27.82

Notes :

- (1) Remuneration is for the period April 01, 2015 to November 07, 2015.
(2) Remuneration is for the period November 09, 2015 to March 31, 2016.

7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no penalties/punishment/compounding of offences against the Company, its Directors or other Officers for the Financial Year ended on March 31, 2016.

Vadodara, May 18, 2016

For and on behalf of the Board
Mahendra Sanghvi
Executive Chairman
DIN : 00084162

SECRETARIAL AUDIT REPORT – Form MR -3

For the Financial Year ended 31st March, 2016
(Annexure – F to the Directors' Report)

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Shaily Engineering Plastics Limited
Survey No.364/366
AT & PO. Rania, Tal. Savli
Vadodara-391780
Gujarat.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shaily Engineering Plastics Limited (hereinafter referred to as 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the Financial Year ended on March 31, 2016, complied with the statutory provisions listed hereunder and also that the company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2016, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client.
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

We further report that, there were no actions/events in pursuance of the following regulations requiring compliance thereof by the company during the period of this report:-

- (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

vi. Other sector specific laws as follows:-

- (a) Foreign Trade Policy;
- (b) Foreign Trade (Development & Regulation) Act, 1992 and Rules made thereunder.

We have also examined compliance with the applicable clauses/regulations of the following:

- (i) The company has generally complied with the Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with BSE Limited and/or Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observation;

The company has spent ` 16.29 Lacs out of ` 20.06 Lacs on Corporate Social Responsibility during the financial year 2015-2016.

We further report that the Board of directors of the company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with all the applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific instances in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Suresh Kumar Kabra
Company Secretary
Partner

Samdani Shah & Asso.
Company Secretaries
ACS No. 9711
CP No. 9927

Vadodara,
May 18, 2016

(This Report is to be read with our letter of even date which is annexed as Appendix A and forms an integral part of this report.)

Appendix A

To,
The Members
Shaily Engineering Plastics Limited
Survey No.364/366
AT & PO. Rania, Tal. Savli
Vadodara-391780
Gujarat.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Vadodara,
May 18, 2016

Suresh Kumar Kabra
Company Secretary
Partner
Samdani Shah & Asso.
Company Secretaries
ACS No. 9711
CP No. 9927

COMPLIANCE CERTIFICATE

To,
The Board of Directors,
Shaily Engineering Plastics Limited

This is to certify that;

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief;
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee;
 - i) Significant changes in the Internal Control over financial reporting during the year ended March 31, 2016;
 - ii) Significant changes in accounting policies during the year ended March 31, 2016 and that the same have been disclosed in the notes to the Financial Statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's Internal Control System over Financial Reporting.

For Shaily Engineering Plastics Limited

Amit Sanghvi
Managing Director
(DIN No. : 00022444)

Sanjay Shah
CFO & Vice President - Finance

Vadodara, May 18, 2016

INDEPENDENT AUDITORS' REPORT

To the Members of
SHAILY ENGINEERING PLASTICS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of SHAILY ENGINEERING PLASTICS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.
 - e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements in Note- 29.1.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Registration No. 117364W)

Place : Vadodara
Date : May 18, 2016

Gaurav J. Shah
Partner
(Membership No.35701)

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Shaily Engineering Plastics Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide

reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Registration No. 117364W)

Place : Vadodara
Date : May 18, 2016

Gaurav J. Shah
Partner
(Membership No.35701)

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals.
- (c) The Company's immovable properties of land and buildings (including land taken on lease and disclosed as fixed asset in the financial statements) have been pledged as security for term loans from banks and are held in the name of the Company based on the confirmations directly received by us from lenders.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification. In case of inventories lying with third parties and goods in transit, the Company has obtained confirmations for the same.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) According to the information and explanations given to us, the Company has not granted any loans, made investments or provide guarantees and hence reporting under clause (iv) of the CARO 2016 is not applicable.

- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and there are no unclaimed deposits. Hence, reporting under clause (v) of the CARO 2016 is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.
 - There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.
 - Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on March 31, 2016 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (₹)	Amount Unpaid (₹)
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	2007-08	246,370	246,370
Central Excise Act, 1944	Excise Duty	The Supreme Court of India	2009-10	5,226,503	5,226,503
Central Excise Act, 1944	Excise Duty	Central Excise and Service Tax Tribunal	2010-11, 2011-12 and 2013-14	3,446,902	3,256,068
Central Excise Act, 1944	Excise Duty	Commissioner (Appeals)	2007-08 and 2014-15	2,657,444	2,657,444
Central Excise Act, 1944	Excise Duty	Additional Commissioner	2010-11	1,065,290	1,065,290
Central Excise Act, 1944	Excise Duty	Assistant Commissioner	2009-10 to 2014-15	866,459	866,459

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The Company has not issued any debentures.
- (ix) In our opinion and according to the information and explanations given to us, money raised by way of preferential allotment of shares in the previous year and the term loans have been applied by the Company during the year for the purposes for which they were raised, other than temporary deployment pending application of proceeds.

- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Registration No. 117364W)

Place : Vadodara
Date : May 18, 2016

Gaurav J. Shah
Partner
(Membership No.35701)

BALANCE SHEET AS AT 31ST MARCH 2016

Particulars	Note No.	As at 31st March 16	As at 31st March 15
I. EQUITY & LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	3	83,184,300	83,184,300
(b) Reserves & Surplus	4	814,378,087	699,505,480
		<u>897,562,387</u>	<u>782,689,780</u>
2 Non-Current Liabilities			
(a) Long Term Borrowings	5	308,558,948	327,474,045
(b) Deferred Tax Liabilities(net)	30.6	63,220,028	49,754,851
(c) Other Long Term Liabilities	6	11,943,234	20,186,358
(d) Long Term Provisions	7	7,599,912	8,220,480
		<u>391,322,122</u>	<u>405,635,734</u>
3 Current Liabilities			
(a) Short Term Borrowings	8	200,921,888	369,159,988
(b) Trade Payables	9		
i) Dues micro and small enterprise		-	-
ii) Dues others		187,002,126	151,332,892
(c) Other Current Liabilities	10	191,049,796	195,445,790
(d) Short Term Provisions	11	42,721,870	20,456,066
		<u>621,695,680</u>	<u>736,394,736</u>
Total		<u><u>1,910,580,189</u></u>	<u><u>1,924,720,250</u></u>
II. ASSETS			
1 Non-Current Assets			
(a) Fixed Assets	12		
(i) Tangible assets		969,402,306	764,496,328
(ii) Intangible assets		3,477,125	3,892,560
(iii) Capital work-in-progress		-	5,254,039
(iv) Intangible assets under development		3,708,035	2,682,768
		<u>976,587,466</u>	<u>776,325,695</u>
(b) Non-Current Investments	13	2,040,116	2,745,626
(c) Long Term Loans & Advances	14	46,133,566	90,638,269
(d) Other Non-Current Assets	15	-	478,050
2 Current Assets			
(a) Current Investments	16	-	253,500,000
(b) Inventories	17	224,830,203	201,125,419
(c) Trade receivables	18	360,638,649	372,042,190
(d) Cash and cash equivalents	19	131,940,465	58,634,645
(e) Short-term loans and advances	20	166,967,772	168,752,306
(f) Other current assets	21	1,441,952	478,050
		<u>885,819,041</u>	<u>1,054,532,610</u>
Total		<u><u>1,910,580,189</u></u>	<u><u>1,924,720,250</u></u>

See accompanying notes to financial statements

29 - 30

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

Gaurav J Shah
Partner
M. No: 35701

Baroda
May 18th, 2016

For and on behalf of the Board of Directors

Mr. Amit Sanghvi Managing Director
Mr. Laxman Sanghvi Executive Director
Mr. Sanjay Shah Chief Financial Officer
Ms. Preeti Sheth Company Secretary

Baroda
May 18th, 2016

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No.	For the year ended 31 March, 2016	For the year ended 31 March, 2015
I. Revenue from Operations (gross)	22	2,311,799,529	1,854,043,675
Less: Excise Duty		56,405,835	56,957,623
Revenue from Operations (Net)		2,255,393,694	1,797,086,052
II. Other income	23	27,950,500	15,502,061
III. Total Revenue (I + II)		2,283,344,194	1,812,588,113
IV. Expenses			
Cost of Materials Consumed	24	1,246,305,810	1,039,816,915
Changes in Inventories of finished goods & work in progress	25	(23,994,378)	(10,623,901)
Employee Benefits Expense	26	234,103,371	195,243,849
Finance costs	27	101,345,003	67,191,880
Depreciation and amortization expense	12	102,558,567	64,188,814
Other Expenses	28	408,875,663	307,803,813
Total Expenses		2,069,194,036	1,663,621,370
V. Profit before tax (III-IV)		214,150,158	148,966,743
VI. Less: Tax expense			
Current tax		45,853,638	31,231,172
MAT Credit Entitlement		(88,731)	(31,231,172)
(Excess) provision in earlier years		-	(19,564)
Net current tax expense		45,764,907	(19,564)
Deferred tax		13,465,177	18,898,658
Net tax expense		59,230,084	18,879,094
VII. Profit after tax (V-VI)		154,920,074	130,087,649
VIII Earnings per equity share (of ₹ 10/- each):			
(1) Basic		18.62	17.19
(2) Diluted		18.62	17.19
See accompanying notes to financial statements	29 - 30		

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Gaurav J Shah
Partner
M. No: 35701
Baroda
May 18th, 2016

For and on behalf of the Board of Directors
Mr. Amit Sanghvi Managing Director
Mr. Laxman Sanghvi Executive Director
Mr. Sanjay Shah Chief Financial Officer
Ms. Preeti Sheth Company Secretary
Baroda
May 18th, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2016

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
A Cash flow from Operating Activities		
Net Profit before taxation (as per Statement of Profit and Loss)	214,150,158	148,966,743
Adjustments for:		
Depreciation and amortization expense	102,558,567	64,188,814
(Profit) / Loss on sale of Fixed Asset	(1,602,616)	(950,521)
Dividend received	-	(5,025)
Interest income	(4,367,158)	(11,777,967)
Finance costs	92,211,259	67,191,880
Amortisation of share issue expenses and discount on shares	478,050	478,050
Bad debts written off / (written back)	555,820	(2,758,885)
Advances written off	2,522,416	-
Provision for diminution in the value of investments	705,510	-
Profit on Sale of mutual funds	(20,781,614)	-
Profit on Sale of Non Current Investments	(5,000)	-
Net unrealised exchange loss	12,911,440	13,763,366
Operating Profit before working capital changes	399,336,832	279,096,455
Adjustments for:		
(Increase)/Decrease in Trade receivables	10,240,196	(44,982,834)
(Increase)/Decrease in Other receivables and advances	13,194,498	(58,476,729)
(Increase)/Decrease in Inventories	(23,704,784)	(48,631,506)
Increase/(Decrease) in Trade Payables	38,877,611	(114,643,312)
Increase/(Decrease) in Other Liabilities and provisions	(34,524,760)	58,266,711
Cash generated from operations	403,419,593	70,628,785
Taxes paid (Net of refunds)	(46,529,824)	(29,053,578)
Net Cash generated from Operating Activities	356,889,769	41,575,207
B Cash Flow from Investing Activities		
Purchases of Fixed Assets	(292,537,952)	(308,549,953)
Interest received	3,403,256	11,777,967
Dividend received	-	5,025
Purchase of investments	-	(253,500,000)
Sale of Fixed Asset	19,879,586	2,100,963
Sales of Investments in Mutual Funds	274,281,614	-
Sales of Non Current Investments	5,000	-
Bank balances not considered as cash and cash equivalents	2,043,819	171,849,335
Net Cash generated/ (used) in Investing Activities	7,075,323	(376,316,664)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
C Cash flow from Financing Activities		
Share capital issued during the year	-	10,000,000
Share premium (after deducting share issue expenses)	-	238,885,516
Proceeds from long term borrowings	146,518,580	82,965,748
Repayment of long term borrowings	(153,455,552)	(79,890,433)
Increase / (Decrease) in borrowings for working capital	(168,238,100)	153,906,591
Payment of Dividend	(19,963,253)	-
Finance costs	(92,211,259)	(85,610,502)
Net cash flow from / (used in) financing activities	<u>(287,349,584)</u>	<u>320,256,919</u>
D Net Cash flow generated / (used)	76,615,508	(14,484,538)
Cash & Cash Equivalents as at beginning of the year	12,974,446	27,404,265
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	<u>(1,333,233)</u>	<u>54,719</u>
Cash & Cash equivalents as at end of the year	<u>88,256,721</u>	<u>12,974,446</u>
Note		
1 Cash & Cash equivalents comprises		
Cash on Hand	1,401,684	834,396
Cheques, drafts on hand		
Balances with banks		
(i) In current accounts	52,856,621	414,030
(ii) In EEFC accounts	<u>33,998,416</u>	<u>11,726,020</u>
Total	<u>88,256,721</u>	<u>12,974,446</u>

Balances with banks in deposit accounts, unpaid dividend accounts and margin money are not considered as cash equivalents considering the requirement of "Accounting Standard 3"

2. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in AS-3 on "Cash Flow Statement".

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Gaurav J Shah
Partner
M. No: 35701
Baroda
May 18th, 2016

For and on behalf of the Board of Directors
Mr. Amit Sanghvi Managing Director
Mr. Laxman Sanghvi Executive Director
Mr. Sanjay Shah Chief Financial Officer
Ms. Preeti Sheth Company Secretary
Baroda
May 18th, 2016

Notes forming part of the financial statements

1 Corporate information

Shaily Engineering Plastics Limited (the Company) is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the manufacture and sale of injection moulded precision plastic components and sub-assemblies. The Company's manufacturing facilities are at Savli and Halol, Baroda, Gujarat, India.

2 Significant accounting policies

2.1 Framework of Preparation of Financial Statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 System of Accounting:

The Company has adopted accrual system of accounting.

2.3 Use of Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.4 Revenue:

Sales and services are accounted inclusive of excise duty but excluding Sales Tax, and are net of returns / discounts / debit notes / reversals.

Revenue from sales of product is recognised on the transfer of substantial risk and rewards of ownership, which generally coincides with the delivery of goods to customers.

Revenue from services is recognised when services are rendered and related costs are incurred.

Revenue from licences received as a part of export incentives is recognised in the books at the time of receipt of licence based on realisable value estimated by the management.

Revenue with respect to Other Operating Income and Other Income is recognized when a reasonable certainty as to its realization exists. Interest income is accounted on accrual basis. Dividend income is accounted for when the same is received.

2.5 Fixed Assets:

Fixed Assets acquired on amalgamation on 1st April 2001 are stated at fair value determined at the time of amalgamation. Assets acquired thereafter are shown at cost. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Capital work-in-progress:

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.6 Depreciation, Amortisation and Impairment :

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except for assets individually costing Rs. 5,000/- or less that are depreciated fully in the year of purchase. Intangible assets are amortised over their estimated useful life (6 years) on straight line method. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any. Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds lower of their recoverable amount or value in use. Company assesses impairment of asset at each Balance Sheet date.

2.7 Investments:

Investments are either classified as current or long term based on management's intention at the time of purchase. 'Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

2.8 Inventories:

Inventories are valued at lower of cost and net realisable value. Cost of inventories comprises cost of purchase, cost of conversion and other cost incurred in bringing them to their present location and conditions. The cost of inventories is determined based on the First in First out method. Excise duty liability is provided for on finished goods lying with the Company.

2.9 Employee Benefits:

Defined Contribution Plan

Company's contribution to Provident fund and other funds are determined under the relevant schemes and/or statute and charged to revenue.

Defined Benefit Plan

The employees' gratuity fund scheme managed by HDFC Standard Life Insurance is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

Short Term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

2.10 Foreign Currency Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the date of transaction. Monetary items denominated in foreign currency at the year end are translated at year end rates. The exchange difference arising on settlement / translation are recognised in the revenue accounts.

2.11 Borrowing costs:

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from

foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

2.12 Taxation:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax asset on account of unabsorbed loss/depreciation is recognised only if virtual certainty, supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability. Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

2.13 Cash and cash equivalents and Cash flow Statement :

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.14 Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

2.15 Share issue expenses

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance is available for utilisation in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account is expensed in the Statement of Profit and Loss.

2.16 Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

2.17 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

2.18 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

NOTES FORMING PART OF FINANCIAL STATEMENTS

Particulars	As at 31st March 16		As at 31st March 15	
	Number of shares		Number of shares	
NOTE 3 SHARE CAPITAL				
A Authorised				
Equity Shares of ` 10 each with voting rights	16,000,000	160,000,000	16,000,000	160,000,000
B Issued, Subscribed & Fully Paid Up Shares				
Equity Shares of ` 10/- each fully paid with voting rights	8,318,430	83,184,300	8,318,430	83,184,300
Total	8,318,430	83,184,300	8,318,430	83,184,300

a. Reconciliation of Shares outstanding at the beginning and at the end of the reporting period :

Particulars	For the year ended 31st March-2016		For the year ended 31st March-2015	
	Number of shares		Number of shares	
Shares outstanding at the beginning of the year	8,318,430	83,184,300	7,318,430	73,184,300
Shares Issued during the year	-	-	1,000,000	10,000,000
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	8,318,430	83,184,300	8,318,430	83,184,300

b. Terms & Rights attached to equity shares;

The Company has only one class of equity shares having face value of ` 10 each. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of Shareholders holding more than 5% shares in the Company :

Class of shares / Name of shareholder		As at 31- March-2016		As at 31- March-2015	
		Number of shares	% of Holding	Number of shares	% of Holding
Equity shares with voting rights					
1	Motika Ltd	-	0.00%	1,044,454	12.56%
2	Mahendra Sanghvi	829,875	9.98%	829,875	9.98%
3	Tilottama Sanghvi	898,490	10.80%	898,490	10.80%
4	Jayessh Shah	679,838	8.17%	679,838	8.17%
5	Ashish Kacholia	1,000,000	12.02%	1,000,000	12.02%
6	Laxman Sanghvi	501,924	6.03%	501,924	6.03%
7	Narendrakumar Agrawal	501,583	6.03%	552,506	6.64%
8	Mukul Mahavir Prasad Agrawal	484,030	5.82%	-	-
9	DSP BlackRock Emerging Stars Fund	450,000	5.41%	-	-

Particulars	As at 31 March-2016	As at 31 March-2015
NOTE 4 RESERVES & SURPLUS		
1 Capital Reserve	9,291,156	9,291,156
2 Securities Premium Account		
Opening Balance	320,751,056	81,865,540
Add : Premium on shares issued during the year	-	241,000,000
<u>Less : Utilised during the year for:</u>		
Writing off shares issue expenses	-	2,114,484
Closing Balance	320,751,056	320,751,056
3 General Reserve		
Opening Balance	19,158,226	21,035,025
Less: Utilised / transferred during the year for:		
Depreciation on transition to Schedule II of the Companies Act, 2013		
on tangible fixed assets with nil remaining useful life	-	1,876,799
Closing Balance	19,158,226	19,158,226
4 Surplus in Statement of Profit and Loss		
Opening balance	350,305,042	240,180,647
Add: Profit / (Loss) for the year	154,920,074	130,087,649
Less: Dividends distributed to equity shareholders (PY ` 2 per share)	33,273,720	16,636,860
Tax on dividend	6,773,746	3,326,394
Closing Balance	465,177,649	350,305,042
Total	814,378,087	699,505,480
NOTE 5 LONG TERM BORROWINGS		
1 Term loans		
From banks (Secured)		
- Rupee Currency	147,091,376	56,242,257
- Foreign Currency	146,916,386	253,538,418
	294,007,762	309,780,675
2 Loans taken for purchase of vehicle	1,147,198	4,289,382
3 Deferred payment liabilities (Unsecured)	2,103,988	2,103,988
4 Deposits (Unsecured)	11,300,000	11,300,000
Total	308,558,948	327,474,045

Notes

- (i) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings:

Particulars	Terms of repayment and security	As at 31 March-2016 Secured	As at 31 March-2015 Secured
Term loans from banks:			
SBI (Rupee Currency)	Terms of Repayment:-SBI (In rupees) :- Quarterly repayment of ` 50 Lacs (PY ` 50 Lacs)	91,123,130	47,389,261
SBI (In foreign Currency)	SBI (In rupees) :- Quarterly repayment of 66,400 USD (PY 70,200)	39,733,462	57,271,750
HDFC (Rupee Currency)	HDFC (In rupee Currency) :- Quarterly repayment of ` 50 Lacs (PY 50 Lacs)	95,968,247	28,852,996
SCB UK (Foreign Currency)	SCB UK (in foreign Currency) : Quarterly repayment of ECB-1 of 1.33 lac USD (PY 1.33 lac USD) & ECB-2 of 2.5 lacs	226,371,251	309,375,000
		453,196,089	442,889,007
Less: Repayment within next 12 months, current maturities of Long Term Debt reflected in Note No: 10 other current liabilities.	Security :- Term loans from banks are secured by a pari passu charge over entire fixed assets of the Company including mortgage over factory land, building and plants of the Company situated at : a) Plot # 706, 707 and 708 at GIDC, Halol. b) Survey # 366, 364/1, 364 /1(A) 364/2 364/3 and 363 at Rania, ECB-2 is further secured by hypothecation of all current assets of the company, present & future. These are further secured by personal guarantee of some of the directors of the Company		
SBI (Rupee Currency)	Terms of Repayment:-SBI (In rupees) :- Quarterly repayment of ` 50 Lacs (PY 50 Lacs)	20,000,000	10,000,000
SBI (Foreign Currency)	SBI (In rupees) :- Quarterly repayment of 66,400 USD (PY 70,200)	17,597,328	17,275,000
HDFC (Rupee Currency)	HDFC (In rupee Currency) :- Quarterly repayment of ` 50 Lacs (PY 50 Lacs)	20,000,000	10,000,000
SCB UK (Foreign Currency)	SCB UK (in foreign Currency) : Quarterly repayment of ECB-1 of 1.33 lac USD (PY 1.33 lac USD) & ECB-2 of 2.5 lacs USD beginning from March '15	101,590,999	95,833,333
		159,188,327	133,108,333
Total- Long Term loans (Secured)		294,007,762	309,780,674

Particulars	Terms of repayment and security	As at 31 March-2016 Secured	As at 31 March-2015 Secured
<u>Loans taken for purchase of vehicle</u>			
HDFC Bank	Terms of Repayment:- There is monthly repayment for hire purchase loans Security :- Hire purchase facilities are secured by hypothecation of respective vehicles financed.	808,380	1,395,818
ICICI Bank		1,137,161	2,019,978
AXIS Bank		638,855	1,011,179
BMW India Financial Services Pvt Ltd.		1,704,986	2,927,394
		4,289,382	7,354,369
Less: Repayment within next 12 months, current maturities of finance lease obligations reflected in Note No: 10 other current liabilities.			
HDFC Bank	Terms of Repayment:- There is monthly repayment for hire purchase loans Security :- Hire purchase facilities are secured by hypothecation of respective vehicles financed.	402,019	587,438
ICICI Bank		978,696	882,817
AXIS Bank		414,403	372,324
BMW India Financial Services Pvt Ltd.		1,347,066	1,222,408
		3,142,184	3,064,987
Total Long Term Loans taken for purchase of vehicle		1,147,198	4,289,382
(ii) Details of long-term borrowings guaranteed by some of the directors :			
Particulars		As at 31 March-2016	As at 31 March-2015
Term loans from banks		453,196,089	442,889,007
NOTE 6 OTHER LONG TERM LIABILITIES			
Advance from customers		11,943,234	20,186,358
Total		11,943,234	20,186,358
NOTE 7 LONG TERM PROVISIONS			
Provision for employee benefits		7,599,912	8,220,480
Provision for compensated absences		7,599,912	8,220,480
Total		7,599,912	8,220,480

Particulars	As at 31 March-2016	As at 31 March-2015
NOTE 8 SHORT TERM BORROWINGS		
1 Loans repayable on demand		
From banks		
- Secured		
Cash Credit	200,921,888	345,679,363
Buyers' credit	-	23,480,625
Total	200,921,888	369,159,988

Notes

(i) Details of security for secured short-term borrowings:

Particulars	Nature of security	As at 31 March-2016	As at 31 March-2015
<u>Loans repayable on demand -Secured from banks:</u>			
SBI	Working capital loans from banks are secured by hypothecation of all current assets of the Company, present and future, such as inventories, receivables, loans and advances, etc. Working capital loans are further secured by second pari passu charge over entire fixed assets of the company including factory land ,building and plants of the company as stated above. These are further secured by personal guarantees of some of the directors of the company.	166,179,452	193,304,838
SCB		34,742,436	108,609,226
Citi Bank		-	35,116,624
HDFC Bank		-	32,129,300
Total - from banks		200,921,888	369,159,988

(ii) Details of short-term borrowings guaranteed by some of the directors :

Particulars	As at 31 March-2016	As at 31 March-2015
Loans repayable on demand from banks	200,921,888	369,159,988

NOTE 9 TRADE PAYABLES

1 Trade Payables		
Acceptances	-	-
Other than Acceptances	187,002,126	151,332,892
Total	187,002,126	151,332,892

Particulars	As at 31 March-2016	As at 31 March-2015
Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		

NOTE 10 OTHER CURRENT LIABILITIES

1	Current maturities of long-term debt (Secured) (Refer Note 5)	159,188,327	133,108,333
2	Current maturities of finance lease obligations (Secured) (Refer Note 5)	3,142,184	3,064,987
3	Unpaid dividends	67,364	-
4	Other Liabilities		
-	Payables on purchase of capital goods	9,273,153	12,051,042
-	Statutory Remittances	2,854,474	2,091,562
-	Trade/Security deposit received	200,000	-
-	Advance from customers	16,324,294	45,129,866
	Total	<u>191,049,796</u>	<u>195,445,790</u>

NOTE 11 SHORT TERM PROVISIONS

1	Provision for employee benefits		
	Provision for compensated absences	2,674,404	492,812
2	Others		
	Provision for proposed equity dividend	33,273,720	16,636,860
	Provision for tax on proposed dividends	6,773,746	3,326,394
	Total	<u>42,721,870</u>	<u>20,456,066</u>

NOTE 12 FIXED ASSETS

(Figures of Previous Year)

Description	GROSS BLOCK (At Cost)			DEPRECIATION / AMORTIZATION					NET BLOCK	
	As at 1-April-2015	Additions	Disposals	As at 31st March-16	As at 1-April-2015	Depreciation / amortisation for the year	Eliminated on disposal of assets	Transition adjustment recorded against surplus balance in retained earning	As at 31st March-16	As at 31st March-15
A Tangible Assets										
1 Land (Freehold)	12,766,672 (12,383,033)	- (383,639)	-	12,766,672 (12,766,672)	-	-	-	-	12,766,672 (12,383,033)	12,766,672 (12,383,033)
2 Lease Hold Land	920,324 (920,324)	-	-	920,324 (920,324)	-	-	-	-	920,324 (920,324)	920,324 (920,324)
3 Buildings	254,263,579 (201,854,159)	61,504,911 (52,409,420)	-	315,768,490 (254,263,579)	51,397,922 (44,430,848)	9,250,320 (6,929,241)	-	-	255,120,248 (202,865,657)	202,865,658 (157,423,311)
4 Plant and Machinery	867,883,797 (650,179,983)	221,016,076 (224,401,050)	28,801,427 (6,697,237)	1,060,098,446 (867,883,796)	451,668,711 (414,981,112)	71,705,363 (43,086,301)	13,799,496 (6,398,702)	-	509,574,578 (451,668,711)	550,523,868 (416,215,085)
5 Electrical Installations	45,491,795 (31,665,529)	21,675,185 (13,826,266)	18,630	67,148,350 (45,491,795)	18,087,042 (13,287,298)	6,713,137 (4,574,093)	-	-	24,800,179 (18,087,042)	42,348,171 (27,404,753)
6 Tools and Equipment	158,436,387 (101,715,894)	13,055,448 (58,582,992)	2,214,916 (1,862,499)	169,276,919 (158,436,387)	87,819,153 (86,995,292)	5,815,531 (1,883,725)	-	-	93,634,684 (87,819,152)	75,642,235 (70,617,235)
7 Furniture and Fixtures	25,129,693 (22,330,495)	4,256,203 (2,799,198)	-	29,385,896 (25,129,693)	13,796,494 (11,740,407)	2,750,185 (2,049,121)	-	-	16,546,679 (13,796,494)	12,839,217 (11,333,199)
8 Vehicles	25,814,634 (17,562,834)	502,000 (9,140,149)	2,237,647 (888,349)	24,078,987 (25,814,634)	8,824,647 (6,416,038)	3,218,529 (3,060,293)	1,197,739 (839,076)	-	10,845,437 (8,824,647)	13,233,550 (16,989,987)
9 Office Equipment	8,909,486 (7,774,194)	537,558 (1,135,292)	-	9,447,044 (8,909,486)	6,408,012 (3,251,180)	786,171 (1,029,809)	-	-	7,194,183 (6,408,012)	2,252,861 (2,501,474)
10 Computer Hardwares	11,720,572 (9,710,000)	1,280,495 (2,010,572)	57,173	12,943,894 (11,720,572)	10,020,131 (9,168,323)	1,048,644 (593,468)	55,588	-	11,013,187 (10,020,130)	1,930,707 (1,700,442)
11 Roads	1,198,131	1,087,661 (1,198,132)	-	2,285,792 (1,198,132)	16,632	444,707 (16,632)	-	-	461,339 (16,632)	1,824,453 (1,181,500)
Sub Total A	1,412,535,070 (1,056,096,446)	324,915,537 (365,886,710)	33,329,793 (9,448,085)	1,704,120,813 (1,412,535,070)	648,038,742 (590,270,498)	101,732,586 (63,222,683)	15,052,823 (8,297,643)	-	734,718,508 (648,038,741)	969,402,306 (764,496,328)
B Intangible Assets										
1 Computer Software (Not internally generated)	7,014,261 (3,709,017)	410,545 (3,305,243)	-	7,424,806 (7,014,260)	3,121,700 (2,155,569)	825,981 (966,131)	-	-	3,947,681 (3,121,700)	3,477,125 (3,892,560)
Sub Total B	7,014,261 (3,709,017)	410,545 (3,305,243)	-	7,424,806 (7,014,260)	3,121,700 (2,155,569)	825,981 (966,131)	-	-	3,947,681 (3,121,700)	3,477,125 (3,892,560)
Total (A + B)	1,419,549,331 (1,059,805,463)	325,326,082 (369,191,953)	33,329,793 (9,448,085)	1,711,545,619 (1,419,549,330)	651,160,443 (592,426,067)	102,558,567 (64,188,814)	15,052,823 (8,297,643)	-	738,666,189 (651,160,442)	972,879,431 (768,388,888)

The Company has capitalised borrowing cost of ₹ 3,02,261/- (PY 1,84,18,623/-) on qualifying assets as required under Accounting Standard 16.

Particulars	As at 31 March-2016	As at 31 March-2015
NOTE 13 NON CURRENT INVESTMENT		
Investments (At cost unless stated otherwise)		
A Trade Investments		
1 Unquoted Equity Instrument		
Investments in Others		
119,000 Equity Shares of ` 10/- each of Panax Appliances Pvt Ltd fully paid up (PY 124,000 Equity Shares of ` 10/- each)	1,190,000	1,240,000
	1,190,000	1,240,000
Less : Provision for dimunition in the value of Investments	1,190,000	1,240,000
2 Unquoted Preference Instrument		
871,000 6 % Cumulative Redeemable Preference Shares of ` 4/- each of Panax Appliances Pvt Ltd fully paid up (PY 871,000 at ` 4/- each)	2,704,000	2,704,000
Less : Provision for dimunition in the value of Investments	705,510	-
Sub Total (A)	1,998,490	2,704,000
B Other Investments (at Cost)		
1 325 Shares of ` 25/- each of The Citizen Co-Operative Credit Society Ltd, fully paid up	8,125	8,125
2 1340 shares of ` 10/- of Co-Operative Bank of Baroda, fully paid up.	33,501	33,501
Sub Total (B)	41,626	41,626
Total	2,040,116	2,745,626
NOTE 14 LONG TERM LOANS & ADVANCES		
1 Capital Advances (Unsecured, considered good)	24,833,343	56,170,586
2 Security Deposits (Unsecured, considered good)	2,067,479	13,321,297
3 Loans and advances to related parties (Unsecured, considered good)	-	2,002,373
4 MAT credit entitlement	19,232,744	19,144,013
Total	46,133,566	90,638,269
Long term loans and advances includes amounts due from :		
Private Company in which director is a member	-	2,002,373
NOTE 15 OTHER NON- CURRENT ASSETS		
1 Unamortised expenses		
Share issue expenses	-	478,050
Total	-	478,050

Particulars	As at 31 March-2016	As at 31 March-2015
NOTE 16 CURRENT INVESTMENT		
A Other Investments (at lower of cost & fair value)		
1 Nil (PY-107172.889) units of SBI Magnum Insta Cash Fund Liquid Floater Mutual Fund (NAV ` 255,539,521)	-	253,500,000
Total	-	253,500,000
NOTE 17 INVENTORIES		
1 Raw Materials and components (Goods in transit ` 157,996,80 (PY Nil))	150,039,251	147,902,485
2 Work-in-progress	30,564,713	28,630,436
3 Finished goods	36,059,825	13,999,724
4 Stores and spares	2,138,499	4,404,204
5 Packing Materials	6,027,915	6,188,570
Total	224,830,203	201,125,419
NOTE 18 TRADE RECEIVABLES		
1 Trade receivables outstanding for a period less than six months from the date they were due for payment		
Unsecured, considered good	359,212,767	366,796,172
Sub Total	359,212,767	366,796,172
2 Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	1,425,882	5,246,018
Sub Total	1,425,882	5,246,018
Total	360,638,649	372,042,190
NOTE 19 CASH AND CASHEQUIVALENTS		
1 Cash on Hand	1,401,684	834,396
2 Balances with banks		
(i) In current accounts	52,856,621	414,030
(ii) In EEFC accounts	33,998,416	11,726,020
(iii) In deposit accounts	1,686,637	1,698,072
(iv) In earmarked accounts		
- Unpaid dividend accounts	67,364	-
- Balances held as margin money or security against borrowings, guarantees and other commitments	41,929,743	43,962,127
Total	131,940,465	58,634,645

Particulars	As at 31 March-2016	As at 31 March-2015
NOTE 20 SHORT TERM LOANS & ADVANCES		
1 Loans and advances to employees (Unsecured, considered good)	63,300	29,408
2 Prepaid expenses (Unsecured, considered good)	6,943,561	6,987,258
3 Advance payment of tax (Net of provision)	2,723,073	2,046,885
4 Advance recoverable in cash or kind for the value to be received (Unsecured, considered good)	19,662,052	44,518,693
5 Balances with Government authorities (Unsecured, considered good)		
(i) CENVAT credit receivable	79,952,261	64,224,423
(ii) VAT credit receivable	5,985,887	3,883,062
(iii) Service Tax credit receivable	9,505,928	7,454,444
(iv) Advance Import Duty	569,476	356,636
(v) FPS & SHIS (DGFT) Import Licence receivable	7,665,763	5,355,026
6 MAT Credit Entitlement	33,896,471	33,896,471
Total	<u>166,967,772</u>	<u>168,752,306</u>
Short term loans and advances includes amounts due from :		
Officers of the Company - other than Directors	63,300	29,408
NOTE 21 OTHER CURRENT ASSETS		
1 Unamortised expenses		
(i) Share issue expenses	478,050	478,050
(ii) Interest accrued on deposits	963,902	-
Total	<u>1,441,952</u>	<u>478,050</u>

Particulars	For the period ended 31 March, 2016	For the year ended 31 March, 2015
NOTE 22 REVENUE		
1 Sale of Products (Gross)	2,269,013,848	1,829,494,039
Export Sales	1,686,703,426	1,185,617,362
Domestic Sales	582,310,422	643,876,677
Less: Excise Duty	(56,405,835)	(56,957,623)
Net Sales	2,212,608,013	1,772,536,416
2 Sale of services	11,334,244	15,491,282
3 Other operating revenue	31,451,437	9,058,354
	<u>2,255,393,694</u>	<u>1,797,086,052</u>
Note:		
(i) Sale of products comprises:		
<u>Manufactured goods</u>		
Components and Articles of Plastics/Moulds	2,212,608,013	1,772,536,417
Total - Sale of Products	<u>2,212,608,013</u>	<u>1,772,536,417</u>
(ii) Sale of services comprises:		
Jobwork	-	660,672
Design and Development	11,334,244	14,830,610
Total - Sale of services	<u>11,334,244</u>	<u>15,491,282</u>
(iii) Other operating revenues comprises:		
Sale of scrap	998,912	909,310
Duty drawback incentives	977,508	1,504,692
Service Tax refund/Rebate/Credit	1,398,324	1,289,326
Export Incentive	28,076,693	5,355,026
Total - Other operating revenues	<u>31,451,437</u>	<u>9,058,354</u>
NOTE 23 OTHER INCOME		
1 Interest Income	4,367,158	11,777,967
2 Dividend income from long-term investments	-	5,025
3 Profit on sales of mutual fund	20,781,614	-
4 Other non-operating income (net of expenses directly attributable to such income)	2,801,728	3,719,069
Total	<u>27,950,500</u>	<u>15,502,061</u>
Note :		
(i) Interest income comprises:		
Interest from banks on:		
Deposits	3,350,985	6,631,951
Interest on loans and advances	-	79,756
Interest on VAT refund	-	4,195,480
Other interest	1,016,173	870,780
Total - Interest income	<u>4,367,158</u>	<u>11,777,967</u>
(ii) Other non-operating income comprises:		
Profit on sale of fixed assets	1,602,616	950,521
Liabilities / provisions no longer required written back	7,205	2,758,885
Insurance Claim	785,181	9,663
Miscellaneous income	406,726	-
Total - Other non-operating income	<u>2,801,728</u>	<u>3,719,069</u>

Particulars	For the period ended 31 March, 2016	For the year ended 31 March, 2015
NOTE 24 COST OF RAW MATERIAL (INCLUDING PURCHASED COMPONENTS) CONSUMED		
1 Opening stock	147,902,485	111,217,538
2 Add: Purchases	1,248,442,576	1,076,501,862
	1,396,345,061	1,187,719,400
3 Less: Closing stock	150,039,251	147,902,485
Total	1,246,305,810	1,039,816,915
Note :		
Material consumed comprises:		
(i) Plastic Granules	1,049,524,220	796,336,038
(ii) Mould Materials	100,124,484	105,592,389
(iii) Other Materials and Components	96,657,106	137,888,488
Total	1,246,305,810	1,039,816,915
NOTE 25 CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS		
1 <u>Inventories at the end of the year:</u>		
(i) Finished goods	36,059,825	13,999,724
(ii) Work-in-progress	30,564,713	28,630,436
	66,624,538	42,630,160
2 <u>Inventories at the beginning of the year:</u>		
(i) Finished goods	13,999,724	10,641,590
(ii) Work-in-progress	28,630,436	21,364,669
	42,630,160	32,006,259
Net (increase) / Decrease	(23,994,378)	(10,623,901)
NOTE 26 EMPLOYEE BENEFIT EXPENSES		
1 Salaries and Wages	213,688,791	176,249,704
2 Contributions to provident and other funds	9,553,207	8,151,820
3 Staff Welfare Expenses	10,861,373	10,842,325
Total	234,103,371	195,243,849
NOTE 27 FINANCE COSTS		
1 Interest expense on:		
(i) Borrowings [Including interest rate swap related charges of ` 1,11,65,254/- (PY ` 2,075,066/-)]	80,815,164	44,461,279
(ii) Public Deposit	1,436,042	2,991,712
(iii) Interest others	312,889	-
2 Other borrowing costs	9,647,164	9,901,340
3 Net loss on foreign currency transactions and translation (considered as finance cost)	9,133,744	9,837,549
Total	101,345,003	67,191,880

Particulars	For the period ended 31 March, 2016	For the year ended 31 March, 2015
NOTE 28 OTHER EXPENSES		
1 Power and fuel	114,476,971	89,596,565
2 Packing expense	150,522,555	105,077,635
3 Stores and spares consumed	14,119,182	13,126,810
4 Labour Charges	2,444,598	3,400,346
5 Increase / (Decrease) of excise duty on inventory	861,440	226,567
6 Repairs & maintenance		
Building	1,504,503	879,654
Plant & Machinery	18,952,250	14,903,944
Others	7,859,380	5,667,585
7 Rent	4,667,978	4,914,517
8 Rates and taxes	305,178	177,585
9 Insurance	5,507,486	5,394,871
10 Conveyance expense	1,083,815	1,060,130
11 Postage and telephone expense	1,681,183	1,555,477
12 Printing and stationery	1,657,577	1,224,541
13 Vehicle expense	4,466,660	4,945,273
14 Legal and professional	17,070,793	7,387,016
15 Directors' Sitting Fees	766,125	1,020,000
16 Sales commission, discount and Fees	10,665,715	8,320,722
17 Payments to auditors (Refer Note (i) below)	1,500,000	1,000,000
18 Travelling expense	16,870,950	17,247,603
19 Carriage outwards	16,717,394	13,406,257
20 Advertisement	173,062	114,547
21 Corporate social responsibility	1,629,000	131,000
22 Amortisation of share issue expenses and discount on shares	478,050	478,050
23 Bad trade and other receivables, loans and advances written off	555,820	-
24 Provision for Diminution in the value of investments	705,510	-
25 Testing fees	2,613,244	1,774,859
26 Sundry balances written off	2,522,416	(364,283)
27 Miscellaneous Expenses	6,496,828	5,136,542
Total	408,875,663	307,803,813
Notes:		
(i) Payments to the auditors comprises (net of service tax input credit):		
To statutory auditors'		
- Statutory audit	1,250,000	825,000
- Tax audit	250,000	175,000
Total	1,500,000	1,000,000

NOTE 29 ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENTS

Note	Particulars	As at 31 March, 2016	As at 31 March, 2015
29.1	Contingent liabilities and commitments (to the extent not provided for)		
	(i) Contingent liabilities		
	(a) Guarantees (Given to Central Excise & Customs for material sent for jobwork, to Madhya Gujarat Vij Co. as security deposit)	30,373,524	10,000,000
	(b) Income Tax	246,370	246,370
	(c) Sales Tax	574,161	574,161
	The Company has ongoing litigations related to Central Excise and Service Tax. The Company has not disclosed the same as contingent liability considering the remote possibility of outflow of resources embodying economic benefits based on the judgements received in favor of the Company in past years on similar matters.		
	(ii) Commitments		
	Estimated amount of contracts remaining to be executed on capital account and not provided for		
	- Tangible assets	12,659,504	126,553,496

29.2 Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges

Loans and advances in the nature of loans given to subsidiaries, associates, forms/companies in which directors are interested :

Name of the party	Relationship	Amount outstanding as at 31 March, 2016	Maximum balance outstanding during the year
Shaily IDC (India) Private Limited	Significant Influence	Nil (2,002,373)	2,002,373 (2,002,373)

Note: Figures in brackets relate to the previous year.

29.3 Details on derivatives instruments and unhedged foreign currency exposures

- I. The Company has taken Interest Rate Swaps to hedge against fluctuation in interest rate changes. No. of contracts 2. (As at 31st March, 2015 - 2).
- b) Currency swaps (other than forward exchange contracts state above) to hedge against fluctuations in changes in exchange rate. No. of Contracts : Nil

II. The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Receivable/ (Payable)	Receivable/(Payable) in Foreign currency (indicate amount with currency)	Receivable/ (Payable)	Receivable/(Payable) in Foreign currency (indicate amount with currency)
Trade Payables	(31,035,378) (425,375) (942,030) (520,105)	USD 468,423 EUR 5,642 GBP 9,867 JPY 881,759	(34,318,231) (3,407) (787,570)	USD 549,092 EUR 51 GBP 8,517
Trade Receivables	131,594,287 117,336	USD 1,986,179 EUR 1,556	133,921,563 22,058	USD 2,142,745 EUR 328
Advances given	33,561,699 963,605 14,280 14,726,785	USD 506,553 EUR 12,781 GBP 150 JPY 24,967,000	69,838,669 21,154,133 - -	USD 1,117,419 EUR 314,841 GBP - JPY -
Loans Taken	(266,104,713)	USD (4,016,372)	(493,809,750)	USD (7,900,956)
Bank balances	33,998,415	USD 513,145	11,726,020	USD 187,616

Note	Particulars	As at 31 March, 2016	As at 31 March, 2015
29.4	Value of imports calculated on CIF basis:		
	Raw materials	584,529,682	531,812,673
	Moulds	7,008,882	19,804,526
	Capital goods	71,207,850	46,317,110
	Total	662,746,414	597,934,309
29.5	Expenditure in foreign currency:		
	Professional and consultation fees	3,948,300	3,680,617
	Godown Rent	2,957,977	3,474,518
	Testing Charges	2,296,307	1,663,683
	Sales Promotion	727,166	730,588
	Foreign travelling	2,643,525	2,627,450
	Interest on ECB	21,606,076	25,569,724

Note	Particulars	As at 31 March, 2016	%
29.6	Details of consumption of imported and indigenous items		
	<u>Imported</u>		
	Raw materials	643,754,825 (573,129,728)	51.65% 55.12%
	Stores and spares	321,594 (461,360)	2.28% 3.51%
	<u>Indigenous</u>		
	Raw materials	602,550,986 (466,687,187)	48.35% 44.88%
	Stores and spares	13,797,588 (12,665,450)	97.72% 96.49%

Note: Figures in brackets relates to the previous year

Note	Particulars	As at 31 March, 2016	As at 31 March, 2015
29.7	Earnings in foreign exchange: Export of goods calculated on FOB basis	1,686,703,426	1,185,617,362

NOTE 30 DISCLOSURES UNDER ACCOUNTING STANDARDS

Note	Particulars
30.1	Employee benefit plans
30.1 a	Defined contribution plans
	The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ` 8,658,872/- (Year ended 31 March, 2015 ` 7,350,914/-) for Provident Fund contributions and ` 2,470,055/- (Year ended 31 March, 2015 ` 2,055,151/-) for Superannuation Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.
30.1 b	<u>Defined benefit plans</u>
	The Company offers the following employee benefit schemes to its employees:
i.	Gratuity
	The following table sets out the funded status of the gratuity and leave encashment and the amount recognised in the financial statements:

		Amount in `			
Particulars		Year ended 31 March, 2016		Year ended 31 March, 2015	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
I	Expense recognized in Profit & Loss Account for the year ended 31st March				
a.	Current Service Cost	1,607,728	1,870,331	1,158,688	1,424,791
b.	Interest cost	1,388,130	544,972	1,078,862	424,952
c.	Expected return on plan assets	(1,664,606)	-	(1,122,572)	-
d.	Actuarial (Gain)/Loss on obligation	1,669,780	1,309,133	1,843,675	943,215
e.	Net expense recognised in Profit & Loss Account (in Note 25 – Employee Benefit Expenses)	3,001,032	3,724,436	2,958,653	2,792,958
II	Changes in Obligation during the year ended 31st March				
a.	Obligation as on 1st April	17,534,917	8,713,292	13,383,481	7,395,295
b.	Current service cost	1,607,728	1,870,331	1,158,688	1,424,791
c.	Interest cost	1,388,130	544,972	1,078,862	424,952
d.	Actuarial (Gain)/Loss on obligation	1,083,487	1,309,133	2,789,136	943,215
e.	Benefits Paid	(796,688)	(2,163,414)	(875,250)	(1,474,961)
f.	PV of Obligation as on 31st March	20,817,574	10,274,314	17,534,917	8,713,292

Particulars	Amount in `			
	Year ended 31 March, 2016		Year ended 31 March, 2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
III Changes in Plan Assets during the year ended 31st March				
a. Fair Value of Plan Assets as on 1st April	17,845,107	-	13,416,324	-
b. Expected return on Plan assets	1,664,606	-	1,122,572	-
c. Actuarial Gain/ (Loss)	-586,293	-	945,461	-
d. Contributions	2,690,843	-	3,236,000	-
e. Benefits Paid	(796,689)	-	(875,250)	-
f. Actual return on plan assets				
g. Fair Value of Plan Assets as on 31st March	20,817,574	-	17,845,107	-
IV Net Assets / Liabilities recognized in the Balance Sheet as at 31st March				
a. PV of Obligation as on 31st March	20,817,574	10,274,314	17,534,917	8,713,292
b. Fair Value of Plan Assets as on 31st March	20,817,574	-	17,845,107	-
c. Net Liabilities / (Assets) recognised in the Balance Sheet as at 31st March	0	10,274,314	(310,190)	8,713,292
V Principal Actuarial Assumptions				
a. Discount rate as on 31st March (per annum) (Refer Note-1)	7.85%	7.85%	8%	8%
b. Rate of return on Plan Assets as at 31st March (per annum) (Refer Note-3)	7.85%	-	9%	-
c. Expected increase in salary costs (per annum) (Refer Note-2)	4.50%	4.50%	4.5%	4.5%

- Discount rate is determined by reference to market yields at the Balance Sheet date on Govt. Bonds, where the currency and terms of the Govt. Bonds are consistent with the currency and estimated terms for the benefit obligation.
- The estimate of future salary increases take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
- 100% of Plan Assets are invested in group gratuity scheme offered by HDFC Standard Life Insurance Company Limited.

Note	Particulars
30.2	<p>Segment Reporting:</p> <p>Business Segment: The Company is engaged in the business of manufacturing of injection molded plastics components, moulds etc., which as per the Accounting Standard (AS 17) 'Segment Reporting' is considered as the only reportable segment</p>

30.3 Related party transactions

30.3 a Details of related parties:

Description of relationship

Names of related parties

Key Management Personnel

Executive Chairman

Mr. Mahendra B. Sanghvi

Managing Director

Mr. Amit M. Sanghvi

Executive Director

Mr. Laxman B. Sanghvi

Whole Time Director

Mrs. Tilottama M. Sanghvi

Chief Financial Officer

Mr. Sanjay Shah

Other Related Parties

Entities in which KMP / relatives of KMP have significant influence

Panax Appliances Pvt. Ltd.

Entities in which KMP / relatives of KMP have significant influence

Shaily-IDC India Pvt. Ltd.

Entities in which KMP / relatives of KMP have significant influence

Shaily Medical Plastics Pvt.Ltd.

Relative of key management personnel

Mrs.Kinjal S Bhavsar

Relative of key management personnel

Mrs. Kalpana L Sanghvi

Relative of key management personnel

Ms Purnima Shah

Relative of key management personnel

Mr Bharat Sanghvi

Relative of key management personnel

Mrs. Rashmi Sanghvi

Firm owned by relative of key management personnel

Jariwala Shah Kanji Raichand & Co

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31 March, 2016 and balances outstanding as at 31 March, 2016

30.3b	KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
Professional Fees	-	-	-	-
Mr Samresh Parida (Director in 2014-15)	(1,154,348)	-	-	(1,154,348)
Purchase of fixed assets				
Mrs Kinjal Bhavsar	-	502,000	-	502,000
Remuneration				
Mr. Mahendra B. Sanghvi	8,880,646			8,880,646
	(8,583,541)			(8,583,541)
Mr. Amit M. Sanghvi	9,010,233			9,010,233
	(5,165,304)			(5,165,304)
Mr. Laxman B. Sanghvi	5,964,526			5,964,526
	(5,966,545)		-	(5,966,545)
Mrs. Tilottama M. Sanghvi	3,242,988			3,242,988
	(3,242,988)			(3,242,988)
Mr Sanjay Shah	2,803,411	-	-	2,803,411
	(2,422,666)	-	-	(2,422,666)
Mrs Kinjal Bhavsar		2,403,646		2,403,646
		(1,201,817)		(1,201,817)

	KMP	Relatives of KMP	Entities in which KMP /relatives of KMP have significant influence	Total
Rent paid for lease arrangements				
Mrs. Tilottama M. Sanghvi	840,000	-	-	840,000
	(840,000)	-	-	(840,000)
Jariwala Shah Kanji Raichand & Co			600,000	600,000
			(600,000)	(600,000)
Interest paid on deposits				
Mr. Mahendra B. Sanghvi	620,802			620,802
	(619,106)			(619,106)
Mr. Laxman B. Sanghvi	176,010			176,010
	(175,529)			(175,529)
Mrs. Tilottama M. Sanghvi	575,688			575,688
	(574,115)			(574,115)
Mrs Kalpana L Sanghvi		63,542		63,542
		(63,368)		(63,368)
Ms Purnima Shah		-		-
		(66,536)		(66,536)
Mrs Rashmi Sanghvi		-		-
		(27,248)		(27,248)
Mr Bharat Sanghvi		-		-
		(37,387)		(37,387)
<u>Balances outstanding at the end of the year</u>				
Loans and advances:				
Shaily-IDC India Pvt Ltd	-	-	-	-
			(2,002,373)	(2,002,373)
Investment: Panax Appliances Pvt. Ltd	-	-	3,894,000	3,894,000
	-	-	(3,944,000)	(3,944,000)
Trade Payables: Panax Appliances Pvt. Ltd	-	-	2,002,784	2,002,784
	-	-	(1,477,884)	(1,477,884)

Note: Figures in bracket relates to the previous year

Note	Particulars	As at 31 March, 2016	As at 31 March, 2015
30.4	Details of leasing arrangements		
	As Lessee		
	The Company has entered into operating lease arrangements for certain facilities and office premises. The leases are non-cancellable and are for a period of 1 year and may be renewed for a further period of 1 year based on mutual agreement of the parties.	1,710,000	1,440,000
	Future minimum lease payments not later than one year		
	Lease payments recognised in the Statement of Profit and Loss	1,710,000	1,440,000

Note	Particulars	As at 31 March, 2016	As at 31 March, 2015
30.5	Earnings Per Share		
	Number of Equity Shares at the beginning of the year	8,318,430	7,318,430
	Number of Equity Shares at the end of the year	8,318,430	8,318,430
	Weighted average number of Equity Shares Outstanding during the year	8,318,430	7,568,430
	Face Value of each Equity Share (`)	10	10
	Profit after Tax available for the Equity Shareholders		
	Profit after Taxation	154,920,074	130,087,649
		154,920,074	130,087,649
	Basic Earning Per Share (`)	18.62	17.19
	Diluted Earning Per Share (`)	18.62	17.19

Note	Particulars	As at 31 March, 2016	As at 31 March, 2015
30.6	Deferred tax liability as on 31.3.2016 is Rs. 632.20 lacs, major component of Deferred tax balance is set out below:		
	Deferred Tax Liability: (A)		
	i) Difference between Accounting and Tax WDV (Cumulative)	68,402,211	54,479,465
	Deferred Tax Assets: (B)		
	i) Other timing differences	5,182,183	3,758,210
	ii) Unabsorbed depreciation/business loss	-	966,404
	Net Deferred Tax Liability / (Asset)	63,220,028	49,754,851
	A - B		

30.7 The Company had issued equity shares amounting to ` 2510.00 Lacs for purposes of General Corporate Needs. As at 31 March, 2016, no amount is pending to be utilised (Amount unutilized as at 31 March, 2015 ` 2510.00 Lacs). The same has been used for general corporate needs in the FY 2015-16.

31 The previous year figures have been regrouped / re-classified to conform to the current year's classification.

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Gaurav J Shah
Partner
M. No: 35701
Baroda
May 18th, 2016

For and on behalf of the Board of Directors
Mr. Amit Sanghvi Managing Director
Mr. Laxman Sanghvi Executive Director
Mr. Sanjay Shah Chief Financial Officer
Ms. Preeti Sheth Company Secretary
Baroda
May 18th, 2016

NOTICE

To,
The Members,
Shaily Engineering Plastics Limited

Notice is hereby given that the 36th Annual General Meeting of the Members of "SHAILY ENGINEERING PLASTICS LIMITED" will be held on Tuesday, August 02, 2016 at 11:30 a.m. at Patel Wadi, Opp. Jalaram Temple, Village Rania, Sankarda Bhadarwa Road, Taluka Savli, Dist. Vadodara- 391 780, Gujarat, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss for the year ended on that date along with Directors and Auditors' Report thereon.
2. To declare Final Dividend for the year ended March 31, 2016.
3. To appoint a director in place of Ms. Tilottama Sanghvi (DIN: 00190481), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors and fix their remuneration.

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

"Resolved That pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and any other rules framed thereunder, if applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara (Firm Reg. No. 117364W), the retiring Auditors of the Company and who have offered themselves for re-appointment and confirmed their eligibility to be appointed as auditors, in terms of section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of two years i.e. from the conclusion of this 36th Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company, subject to ratification of their appointment in the next 37th Annual General Meeting of the Company.

Resolved Further That the Managing Director be and is hereby authorized to fix the remuneration according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with the prevailing rules and regulations made in this regard.

Resolved Further That any of the Executive Directors and the Company Secretary of the Company, be and are hereby severally authorized to take necessary actions and complete the legal formalities related thereto."

5. Remuneration to the Cost Auditors

SPECIAL BUSINESS

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 and the 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 payable

during the year 2016-17 to M/s Y. S. Thakar & Co., Practicing Cost Accountants, Vadodara, (Firm Registration No. 00318) appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of the cost records of the Company for the Financial Year 2016-17, on such terms & conditions and remuneration as the Managing Director may deem fit in addition to out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

Resolved Further That any of the Executive Directors and the Company Secretary of the Company, be and are hereby severally authorized to take necessary actions and complete the legal formalities related thereto."

6. Appointment of Mr. Dilip Shah as an Independent Director

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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Dilip Shah [DIN:01989812], who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 18, 2016 and who holds office till the date of the AGM under Section 161 and other applicable provisions (including any modification or re-enactment thereof, if any), of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act signifying his intention to propose the candidature of Mr. Dilip Shah for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years with effect from May 18, 2016, not liable to retire by rotation.

Resolved Further That any of the Executive Directors and the Company Secretary of the Company, be and are hereby severally authorized to take necessary actions and complete the legal formalities related thereto."

7. Re-appointment of Mr. Mahendra Sanghvi as an Executive Chairman

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

"Resolved That pursuant to the recommendation of the Nomination & Remuneration Committee, subject to provisions of Section 196, 197, 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) thereof for the time being in force), subject to approval of the concerned authorities, if required, the consent of the members, be and is hereby accorded to the re-appointment of Mr. Mahendra Sanghvi [DIN : 00084162] as an Executive Chairman of the Company for a period of 3 years effective from 01.04.2016 till 31.03.2019, liable to retire by rotation.

Resolved Further That the other terms and conditions of appointment of Mr. Mahendra Sanghvi, Executive Chairman, will remain unaltered, which is reproduced herein below:

1. Gross Remuneration: ` 7,00,000/- per month in the range of ` 7,00,000/- to ` 10,50,000/- per month.

2. Commission: Commission based on the net profits of the company as determined by the Board, subject to the ceiling prescribed in that behalf under the Companies Act, 2013, at the discretion of the Board of Directors.
3. Accommodation: House Rent Allowance and house maintenance expenses, society charges and the like relating thereto on actual basis within the ceiling of the gross remuneration.
4. Perquisites: Perquisites together with utilities thereof such as gas, electricity, water, servants' allowance, education allowance for dependent children, entertainment and newspaper and periodicals allowance, medical reimbursements, leave travel allowance for himself and his family, club fees, medical insurance, and the like in accordance with the rules of the company or as agreed by the Board of Directors, the total value thereof to be restricted to an amount not exceeding his monthly gross remuneration.
5. Superannuation Scheme: Contribution towards superannuation scheme @ 10% of basic salary, which would be within the monthly gross remuneration as mentioned above.
6. Retirement Benefits: Company's contribution to Provident Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 and Gratuity payable in accordance with the Rules of the Company and the value of such benefits shall not be included in the computation of the ceiling on remuneration or perquisites aforesaid.
7. Use of Car and Telephone: Provision of one company owned car and driver for the company's business. The perquisite value for the car/driver will be determined as per prevailing Income Tax Rules, 1962 and telephone at residence (including payments for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
8. Leave: In accordance with the Rules and Regulations of the company.

Resolved Further That in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Mahendra Sanghvi as an Executive Chairman, the remuneration as specified above shall be paid and allowed to Mr. Mahendra Sanghvi as minimum remuneration for such financial year.

Resolved Further That any of the Executive Directors and the Company Secretary of the Company, be and are hereby severally authorized to take necessary actions and complete the legal formalities related thereto."

8. Re-appointment of Mr. Laxman Sanghvi as an Executive Director

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

"Resolved That pursuant to the recommendation of the Nomination & Remuneration Committee, subject to provisions of Section 196,197, 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) thereof for the time being in force), subject to approval of concerned authorities, if required, the consent of the Members, be and is hereby accorded to the re-appointment of Mr. Laxman Sanghvi [DIN : 00022977] as an Executive Director of the Company for a period of 3 years effective from 01.04.2016 till 31.03.2019, liable to retire by rotation.

Resolved Further That the other terms and conditions of appointment of Mr. Laxman Sanghvi, Executive Director, will remain unaltered which is reproduced herein below :

1. Gross Remuneration: ` 4,68,750/- per month in the range of ` 4,50,000/- to ` 7,50,000/- per month.
2. Commission: Commission based on the net profits of the company as determined by the Board, subject to the ceiling prescribed in that behalf under the Companies Act, 2013 at the discretion of the Board of Directors.
3. Accommodation: House Rent Allowance and house maintenance expenses, society charges and the like relating thereto on actual basis within the ceiling of gross remuneration.
4. Perquisites: Perquisites together with utilities thereof such as gas, electricity, water, servants' allowance, education allowance for dependent children, entertainment and newspaper and periodicals allowance, medical reimbursements, leave travel allowance for himself and his family, club fees, medical insurance, contribution towards superannuation scheme @ 10% of basic salary and the like in accordance with the rules of the company or as agreed by the Board of Directors, the total value thereof to be restricted to an amount not exceeding his monthly gross remuneration.
5. Superannuation Scheme: Contribution towards superannuation scheme @ 10% of basic salary, which would be within the monthly gross remuneration as mentioned above.
6. Retirement Benefits: Company's contribution to Provident Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 and Gratuity payable in accordance with the Rules of the Company and the value of such benefits shall not be included in the computation of the ceiling on remuneration or perquisites aforesaid.
7. Use of Car and Telephone: Provision of one company owned car and driver for the company's business. The perquisite value for the car/driver will be determined as per prevailing Income Tax Rules, 1962 and telephone at residence (including payments for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
8. Leave: In accordance with the Rules and Regulations of the company.

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

Resolved Further That any of the Executive Directors and the Company Secretary of the Company, be and are hereby severally authorized to take necessary actions and complete the legal formalities related thereto."

For and on behalf of the Board
For Shaily Engineering Plastics Limited

Mahendra Sanghvi
Executive Chairman
(DIN : 00084162)

Vadodara, May 18, 2016

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS 36TH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY, PROVIDED THAT SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. The instrument of proxy, duly completed, should be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting. No Proxy Form shall be considered as valid on its receipt after 11:30 a.m. on July 31, 2016.
4. The Register of Members and Share Transfer Books of the Company will be closed from, *July 26, 2016 to August 02, 2016 (both days inclusive)* for the purpose of Annual General Meeting and payment of final dividend, if declared at the Meeting. The dividend will be paid to the shareholders, whose names appear on the "Register of Members" of the Company at the end of business hours as on *July 26, 2016*. The dividend as recommended by the Board of Directors and if declared at the Annual General Meeting, will be paid within the specified time limit.
5. In terms of Section 72 of the Companies Act, 2013, Nomination Facility is available to the individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to the Company's Registrar & Share Transfer Agent (RTA) – M/s Bigshare Services Private Limited – E/ 2-3 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072, Maharashtra, India for nomination form by quoting their folio number.
6. National Electronic Clearing Services (NECS) has been permitted by the Reserve Bank of India. Shareholders may fill up the option form and send it to the RTA.
7. As per Section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, Financial Statements may be sent to the Members:
 - a) by electronic mode to such Members whose shares are held in dematerialized form and whose email Ids are registered with the Depository for communication purposes;
 - b) where Shares are held in physical form, to such Members who have positively consented in writing for receiving by electronic mode; and
 - c) by dispatch of physical copies through any recognized mode of delivery as specified under Section 20 of the Act, in all other cases.

In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:

 - (i) Our RTA: for the Shares held in physical form and
 - (ii) Your respective Depository Participants: For the shares held in dematerialized form.
8. Members, who have not yet dematerialized their shares, are recommended to get their shares dematerialized at the earliest.
9. Members are requested to bring the attendance slips along with their copies of the Annual Report to the meeting.

10. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in DEMAT form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details with the RTA of the Company.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies(Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their votes electronically, through the remote e-voting services provided by Central Depository Services(India) Limited (CDSL), on all the resolutions set forth in this Notice.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, July 26, 2016, may cast their vote electronically.

The voting right of shareholders shall be in proportion of their share (In the paid up equity share capital of the Company) as on the cut-off date, being July 26, 2016.

Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, July 26, 2016, may obtain User ID and password by sending a request to our RTA i.e. M/s BigShare Services Private Limited – Email Id : investors@bigshareonline.com. However, shareholders who are already registered with CDSL for remote e-voting, can use their existing User ID and password for casting their votes.

14. Instruction and Procedure for Shareholders voting electronically are as under :
 - a) The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cutoff date i.e. *July 26, 2016*. As per the provisions of the Articles of Association of the Company a member shall not be entitled to vote whilst any call(s) are due and payable to the company in respect of any share(s) of the shareholder. Therefore, shareholders holding partly paid shares who have not paid the Final Call Money shall not be entitled to vote to the extent of the partly paid shares held by them.
 - b) The remote e-voting period begins on *Saturday, July 30, 2016 at 9:00 a.m. (IST)* and will end on *Monday, August 01, 2016 at 5:00 p.m. (IST)*. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 29, 2016, may cast their vote electronically. The e-voting module will be disabled on August 01, 2016 at 5:00 p.m. (IST).
 - c) The Company shall make arrangements for the members to cast their votes in respect to the business either through electronic voting system or through poll, for members attending the meeting who have not cast their vote by remote e-voting.
 - d) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - e) Mr. S. Samdani and on failing him Mr. Suresh Kabra, partner(s) of Samdani Shah & Associates, Company Secretaries, Vadodara, has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

15. Steps for E-Voting :

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 (Serial no. printed on the address sticker/Postal Ballot Form/Email) in the PAN field. - In case the sequence 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 the sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the Depository or Company please enter the Member Id / Folio Number in the Dividend Bank details field as mentioned in instruction (iii).</p>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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 the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for the relevant “SHAILY ENGINEERING PLASTICS LIMITED” for which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If a DEMAT account holder has forgotten the same 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.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-Individual Shareholders and Custodians
 - ✍ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - ✍ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ✍ After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - ✍ 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.
- (xix) 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 results of e-voting shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer’s Report shall be available on the Company’s website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the Stock Exchange.
17. The Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of item nos. 5 to 8 under “Special Business” is attached hereto. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 10:00 a.m. and 1:00 pm on any working day upto the date of the 36th Annual General Meeting.

ANNEXURE TO THE 36TH AGM NOTICE

Statement under Section 102 of the Companies Act, 2013, relating to Special Business mentioned in the Notice convening the 36th Annual General Meeting.

ITEM No. 5**Remuneration to the Cost Auditors**

The Board of directors of the Company, at its meeting held on May 18, 2016, upon the recommendation of the Audit committee, approved the appointment and remuneration of M/s. Y. S. Thakar & Co., Cost Accountants, Vadodara, to conduct the audit of the cost records of the Company for the Financial Year ended 31st March, 2017.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the notice for ratification of the remuneration payable to Cost Auditors for conducting Cost Audit for the Financial Year ending March 31, 2017.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in any way, in the aforesaid resolution set out in Item No. 5 of the Notice.

The Board recommends the Resolution set out at Item No. 5 of the notice for approval of the Members as an Ordinary Resolution.

ITEM No. 6**Appointment of Mr. Dilip Shah as an Independent Director**

Mr. Dilip G. Shah, aged 75 years, has graduated from the premier business school in India, the Indian Institute of Management (IIM), Ahmedabad. He has 50 years of varied experience in the pharmaceutical industry. He has addressed several WTO workshops on TRIPS, WIPO seminars on IPRs and Public Health, WHO meetings on Access to Medicines and several other international meetings and conferences. He was a Member of the official Indian Delegation to WTO Ministerial Conference at Cancun. He also appeared before the U.S. International Trade Commission (USITC) and testified in Investigation No.332-543 Hearing in Washington DC in 2014.

Currently, he is the Secretary-General of the Indian Pharmaceutical Alliance (www.ipa-india.org), Member of the Expert Review Committee of Access to Medicine (ATM) Index (www.atminindex.org); Member of the CPhI International Advisory Board; Member of the Board of Advisors of Pharmabiz.com (Weekly); and Member of Task Forces and Expert Groups constituted by the Government of India for accelerating growth of the Indian pharmaceutical industry. He was Chair of the International Generic Pharmaceutical Alliance (IGPA) for two terms (2005-07) and (2010-11).

Mr. Dilip Shah is an Independent Director on the Boards of Fresenius Kabi Oncology Ltd and Anuh Pharma Ltd and CEO of Vision Consulting Group (www.vision-india.com), a firm specialized in strategic planning. Before starting Vision in 1997, he was a Member of the Board of Directors of Pfizer-India for whom he worked for 30 years.

He was appointed as an Additional Director by the Board in its meeting dated May 18, 2016, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 96 of Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013 the Director holds office up to the date of the ensuing Annual General Meeting. In this regard, the Company has received request in writing from a member of the company along with the deposit of the requisite amount proposing the candidature of Mr. Dilip Shah for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

Mr. Dilip Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Dilip Shah that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under the relevant regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Dilip Shah fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. Mr. Dilip Shah is Independent of the Management and possesses appropriate skills, experience and knowledge.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Dilip Shah is appointed as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Dilip Shah as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

A brief profile of Mr. Dilip Shah is given in the Note to Explanatory Statement.

None of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in these resolution.

The Board believes that the presence of Mr. Dilip Shah on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 6 to be passed as an Ordinary Resolution.

Item No. 7

Re-appointment of Mr. Mahendra Sanghvi as an Executive Chairman

Mr. Mahendra Sanghvi, aged 66 years is a Chemical Engineer from Wayne State University, USA, Plastics Technologist and has studied his Diploma MBA from Toronto University, Canada.

He initiated his career in North American Plastics Industry in the early 70's and has progressively worked his way up to very senior position with extensive experience in all aspects of Plastics Injection Moulding. He has worked with reputed companies such as W.R. Grace, a division of ITW USA, Magna International (for its division in Toronto), etc. He was also the Director in Tilco Plastics Limited, a large injection moulding company in Canada. He has more than 40 years of experience in the Plastics Industry.

Presently, he is on the Board of Munjal Auto Industries Limited and Integra Engineering India Limited. He is also a member of the Executive Committee of the Organisation of Plastic Processors of India and the Export Promotion Council (Plex Council). He had been the Co-Chairman of Overseas PlastIndia Foundation and is a well known face in the Plastics Industry Fraternity.

The Board has in its meeting held on February 11, 2016 re-appointed Mr. Mahendra Sanghvi as the Executive Chairman of the company for a period of 3 (three) years effective from 1.04.2016 till 31.03.2019, on the terms, conditions and remuneration set out below, subject to approvals of the Shareholders and such other approvals and sanctions as may be required.

A brief profile of Mr. Mahendra Sanghvi is given in the Note to Explanatory Statement.

The Board considers the knowledge, experience and expertise of Mr. Mahendra Sanghvi in the field of Plastic Business and is of the opinion that appointment of Mr. Mahendra Sanghvi as an Executive Chairman shall be of immense benefit to the Company. The Board recommends Resolution No. 7 for approval by the Members.

Mr. Mahendra Sanghvi and his relatives, Mr. Laxman Sanghvi (brother), Mr. Amit Sanghvi (Son) and Mrs. Tilottama Sanghvi (Spouse), are interested in this resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

ITEM No. 8

Reappointment of Mr. Laxman Sanghvi as an Executive Director

Mr. Laxman Sanghvi is a qualified Chartered Accountant as well as a Law graduate.

Prior to setting up Shaily Engineering Plastics Limited, he had his own Independent Chartered Accountancy Practice. He was the President of Panchmahals Industries Association.

The Board, has in its meeting held on February 11, 2016, re-appointed Mr. Laxman Sanghvi as an Executive Director of the company for a period of 3 (three) years effective from 1.04.2016 till 31.03.2019, on the terms, conditions and remuneration set out below, subject to approvals of the Shareholders and such other approvals and sanctions as may be required.

A brief profile of Mr. Laxman Sanghvi is given in the Note to Explanatory Statement.

The Board considers the knowledge, experience and expertise of Mr. Laxman Sanghvi in the field of Plastic business and is of the opinion that appointment of Mr. Laxman Sanghvi as an Executive Director shall be of immense benefit to the Company. The Board recommends Resolution No. 8 for approval by the Members.

Mr. Laxman Sanghvi and his relative Mr. Mahendra Sanghvi (brother) are interested in this resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Shareholders.

PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 36TH ANNUAL GENERAL MEETING

1. Ms. TILOTTAMA SANGHVI

Name	Ms. Tilottama Sanghvi
Spouse	Mr. Mahendra Sanghvi
Date of Birth	October 18, 1948 (Age: 68 years)
Director Identification Number	00190481
Qualification	Science Graduate
Occupation/Specialization	Business
Experience	More than 4 decades in the Industry
Association	Since Inception
Category	Whole Time Director and Promoter
Shareholding in Company	898,490 equity shares (10.98%)
Directorships	1. Shaily Engineering Plastics Limited 2. Shaily (IDC) India Private Limited
Committee Memberships	Shaily Engineering Plastics Limited- Corporate Social Responsibility Committee – Member
Relationship with other Directors Inter-se	Spouse – Mr. Mahendra Sanghvi Son – Mr. Amit Sanghvi

2. MR. DILIP SHAH

Name	Mr. Dilip Shah
Father's Name	Shri GirdharlalMohanlal Shah
Date of Birth	April 25, 1941 (Age: 75 years)
Director Identification Number	01989812
Qualification	Management Graduate from IIM - Ahmedabad
Occupation/Specialization	Management Consultant
Experience	Over 5 decades in the Pharmaceutical Industry
Association	Since May 18, 2016
Category	Independent Director
Shareholding in Company	NIL
Directorships	<ol style="list-style-type: none"> 1. Shaily Engineering Plastics Limited 2. Anuh Pharma Limited 3. Fresenius Kabi Oncology Limited 4. Prabodhana India Foundation
Committee Memberships	<ol style="list-style-type: none"> 1. Shaily Engineering Plastics Limited- Audit Committee- Member (Effective from May 19, 2016) 2. Anuh Pharma Limited - Audit Committee – Member 3. Fresenius Kabi Oncology Limited - Audit Committee – Member - Stakeholders Relationship Committee – Member - Nomination and Remuneration Committee - Member
Relationship with other Directors Inter-se	Mr. Dilip Shah does not have any relation with other Directors, Manager and other Key Managerial Personnel of the Company

Note : Mr. Dilip Shah is a member of the Audit Committee effective from May 19, 2016.

3. Mr. MAHENDRA SANGHVI

Name	Mr. Mahendra Sanghvi
Father's Name	Late Shri Bhogilal Sanghvi
Date of Birth	February 22, 1948 (Age : 68 years)
Director Identification Number	00084162
Qualification	Degree in Chemical Engineering , Plastics Technologist & Diploma in Business Studies
Occupation/Specialization	Business/ Plastics Technologist
Experience	More than 4 decades in the Plastics Industry
Association	Since Inception
Category	Executive Chairman and Promoter
Shareholding in Company	829,875 equity shares (9.98%)
Directorships	<ol style="list-style-type: none"> 1. Shaily Engineering Plastics Limited 2. Integra Engineering India Limited 3. Munjal Auto Industries Limited 4. Organization of Plastics Processors of India 5. The Plastics Export Promotion Council 6. Panax Appliances Private Limited 7. Shaily IDC (India) Private Ltd 8. Shaily Medical Plastics Private Limited
Committee Memberships	<ol style="list-style-type: none"> 1. Shaily Engineering Plastics Limited - Nomination & Remuneration Committee – Member 2. Integra Engineering India Limited - Audit Committee – Member - Stakeholders Relationship Committee – Member 3. Munjal Auto Industries Limited - Audit Committee – Member - Stakeholders Relationship Committee – Member - Nomination and Remuneration Committee-Member
Terms & Conditions of re-appointment along with remuneration sought to be paid	Detailed in resolution at Item no. 7 of this notice.
Relationship with other Directors Inter-se	Mentioned at Item No. 7 in the Explanatory Statement

4. MR. LAXMAN SANGHVI

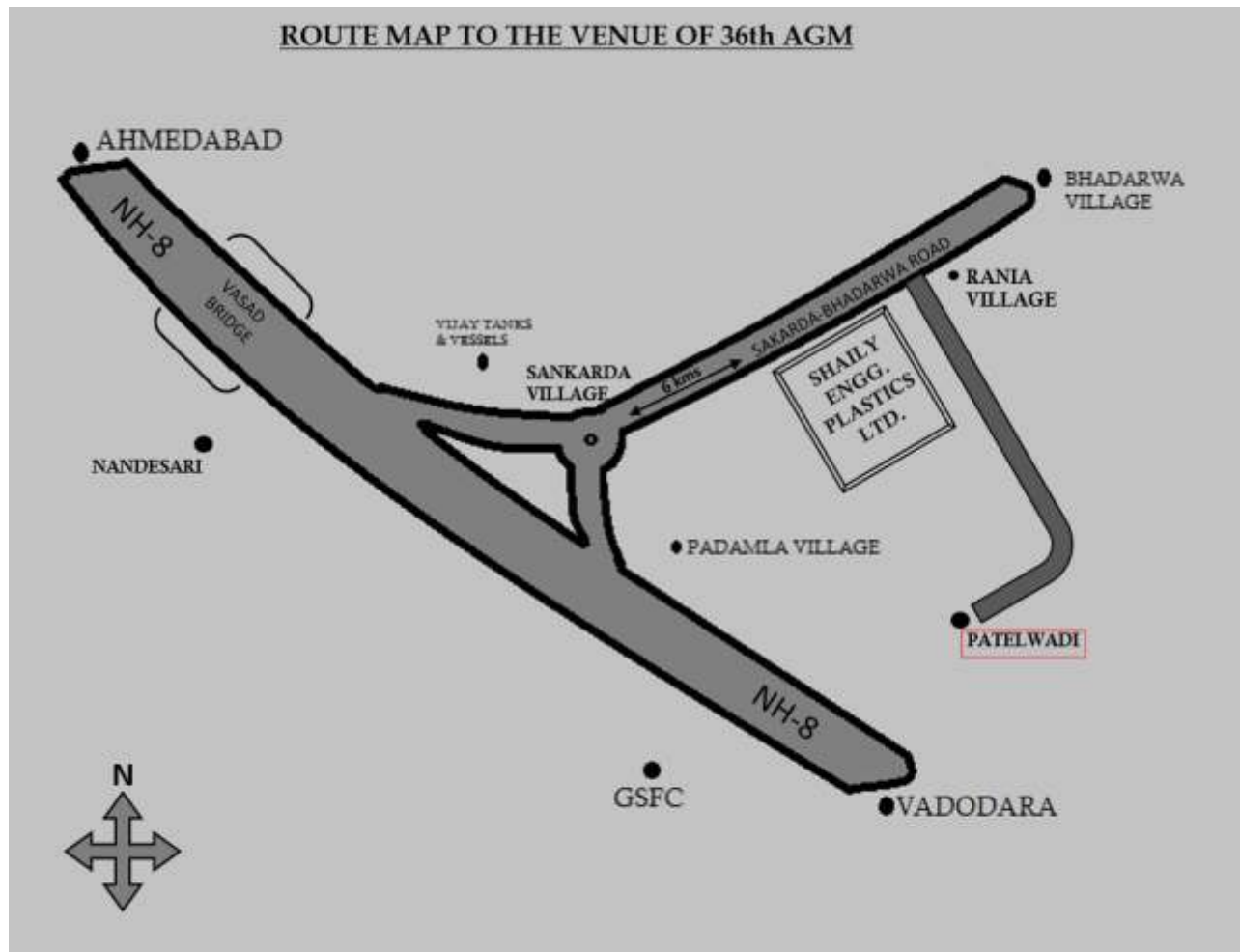
Name	Mr. Laxman Sanghvi
Father's Name	Late Shri Bhogilal Sanghvi
Date of Birth	July 02, 1956 (Age : 60 years)
Director Identification Number	00022977
Qualification	Chartered Accountant & Masters in Law
Occupation/Specialization	Business
Experience	More than 4 decades in the Industry
Association	Since Inception
Category	Executive Director and Promoter
Shareholding in Company	501,924 equity shares (6.03%)
Directorships	1. Shaily Engineering Plastics Limited 2. Panax Appliances Private Limited 3. Shaily IDC (India) Private Ltd
Committee Memberships	Shaily Engineering Plastics Limited - *Stakeholders Relationship Committee- Member - Corporate Social Responsibility Committee - Member
Terms & Conditions of re-appointment along with remuneration sought to be paid	Detailed in resolution at Item no. 8 of this notice.
Relationship with other Directors Inter-se	Mentioned at Item No. 8 in the Explanatory Statement

*Note : Mr. Laxman Sanghvi is not a member of the Stakeholders Relationship Committee effective from May 19, 2016.

For and on behalf of the Board
For Shaily Engineering Plastics Limited

Mahendra Sanghvi
Executive Chairman
(DIN : 00084162)

Vadodara, May 18, 2016



**SHAILY ENGINEERING PLASTICS LIMITED**

CIN: L51900GJ1980PLC065554

Survey No. 364/366, At & Po. Rania - 391780, Taluka Savli, Dist. Vadodara

Phone No.: 02667-244307/361 Fax No.: 02667-244372

Email: investors@shaily.com Website: www.shaily.com

ATTENDANCE SLIP**36th Annual General Meeting on 02nd August, 2016**

Registered Folio No./D.P ID No./ Client ID No.	:	
Number of Shares held	:	
Name of Member	:	
Address of Member	:	

I certify that I am a member/proxy/authorized representative for the member of the Company.

I hereby record my presence at the 36th Annual General Meeting of the Company at Patel Wadi, Opp. Jalaram Temple Road, Village Rania, Sankarda Bhadarwa Road, Tal. Savli, Dist. Vadodara - 391 780, Gujarat, India, on Tuesday, August 02, 2016, at 11:30 a.m., IST......
Name of Member/Proxy
[in BLOCK Letters].....
Signature of Member/Proxy**Strike out whichever is not applicable.**Note : Please fill up this attendance slip and hand it over at the entrance of the Meeting venue. Members are requested to bring their copy of the Annual Report to the AGM.***SHAILY ENGINEERING PLASTICS LIMITED**

CIN: L51900GJ1980PLC065554

Survey No. 364/366, At & Po. Rania - 391780, Taluka Savli, Dist. Vadodara

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E-COMMUNICATION REGISTRATION FORM

Regd. Folio No./DP ID/ Client ID	:	
Name of 1 st Registered Holder	:	
Name of Joint Holder, if any	:	
Registered Address	:	
Email ID (To be Registered)	:	

I/We Shareholder(s) of Shaily Engineering Plastics Limited agree to receive communication from the Company in electronic mode. Please register the above email id in your records for sending communication through email.

Date : _____

Signature : _____

Note : The Shareholder(s) are requested to keep the Company informed as and when there is any change in the email address.

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PROXY FORM – Form MGT 11

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



SHAILY ENGINEERING PLASTICS LIMITED

CIN : L51900GJ1980PLC065554

Survey 364/366, At. & Po. Rania – 391 780, Tal. Savli, Dist. Vadodara, Gujarat, India

Ph : +91 2667 244307/244348/244361 | Fax: +91 2667 244372

investors@shaily.com | www.shaily.com

36th Annual General Meeting – August 02, 2016

Name of the Member(s)
Registered Address

Email ID	
Folio No./Client ID	DP ID

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

1	Name
Address	
Email ID	
Signature _____, or failing him/her	

2	Name
Address	
Email ID	
Signature _____, or failing him/her	

3	Name
Address	
Email ID	
Signature _____	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company to be held on Tuesday, August 02, 2016 at 11:30 a.m., at Patel Wadi, Opp. Jalaram Temple, Village Rania, Sankarda Bhadarwa Road, Tal. Savli, Dist. Vadodara – 391 780, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below :

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss for the year ended on that date along with Directors and Auditors' Report thereon.
2. To declare Final Dividend for the year ended March 31, 2016.
3. To appoint a director in place of Ms. Tilottama Sanghvi (DIN: 00190481), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors and fix their remuneration.

Special Business

5. Remuneration to the Cost Auditors
6. Appointment of Mr. Dilip Shah as Independent Director
7. Re-appointment of Mr. Mahendra Sanghvi as Executive Chairman
8. Re-appointment of Mr. Laxman Sanghvi as Executive Director

Signed this (day) day of (Month) 2016

Signature of Member

Signature of Proxy

Re.1
Revenue
Stamp with
Proxy's
Signature

Note :

- i. 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. (*i.e. on or before July 31, 2016 – 11:30 a.m., IST*).
- ii. The Proxy Holder may vote either "FOR" or "AGAINST" each resolution at the Annual General Meeting.

[illegible]



SHAILY ENGINEERING PLASTICS LIMITED

CIN: L51900GJ1980PLC065554

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

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