SHAILY
Engineering Plastics Ltd
CIN # L51900GJ1980PLC065554

Regd. Office & Rania Plants : Survey No. 363, 364 & 366, At & Po. Rania 391780, Ta-Savli, Dist. Vadodara, Gujarat, India. Phone : +91-75748 05192 Phone : + 91-75748 05181 E-Mail : raniaplant@shaily.com

Halol Plant : 706,707,708 GIDC, Halol - 389 350. Dist. Panchmahals, Gujarat, India. Phone : +91-2676-222913/14 E-Mail : halol.plant@shaily.com

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SEPL/SE/Sep/2026-27
04th September 2026

The General Manager,
Corporate Relations/Listing Department
BSE Limited
Floor 25, P.J. Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code : 501423

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051
Scrip Code : SHAILY

Sub: Notice of 46th Annual General Meeting of Shaily Engineering Plastics Limited

Dear Sir/Madam,

Please find enclosed Notice of 46th Annual General Meeting of the members of Shaily Engineering Plastics Limited, scheduled to be held as under:

Day & Date	:	Monday, 28th September 2026
Time	:	11:00 a.m., IST
Mode	:	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Details for joining the meeting is specified in the attached notice.

Kindly take the same on record.

Thanking You.

Yours truly,
For Shaily Engineering Plastics Limited

Harish Govind Punwani
Digitally signed by Harish Govind Punwani
Date: 2026.09.04 16:11:08 +05'30'

Harish Punwani
Company Secretary & Compliance Officer
M. No. A 50950

Encl : a/a

Shaily Engineering Plastics Limited

CIN: L51900GJ1980PLC065554
Regd. Office: Survey No. 364/366, At & Po. Rania, Ta. Savli, Dist. Vadodara – 391 780, Gujarat, India
Web: www.shaily.com I Email : investors@shaily.com I secretarial@shaily.com
Ph. No. +91 75748 05122 / +91 75748 05181

Notice of 46th Annual General Meeting

Dear members

NOTICE is hereby given that the 46th Annual General Meeting ('AGM') of the Members of **Shaily Engineering Plastics Limited** ("the Company") will be held on **Monday, 28th Day, September 2026, at 11:00 A.M. IST** through Video Conferencing ("VC") / other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

Item No. 1 – To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 together with the Reports of the Board of Directors and Auditors thereon:

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

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company including Balance Sheet as of 31st March, 2026 and the Statement of Profit and Loss for the financial year ended on that date together with Cash Flow Statement and notes attached thereto, Auditor's Report and Report of Board of Directors thereon be and are hereby received, considered and adopted".

Item No. 2 –To declare dividend on equity shares for the financial year 2025-26:

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

"RESOLVED THAT a Dividend of ₹3/- (Rupees Three only) being (150%) per Equity Share of the face value of ₹2/- each for the financial year ended 31st March 2026 on Equity Shares of the Company as recommended by the Board of Directors and the same be paid out of the profits of the Company".

Item No. 3 – To appoint a Director in place of Mr. Mahendra Sanghvi (DIN:00084162), who retires by rotation and being eligible, offers himself for re-appointment:

Explanation: Based on the terms of appointment, executive directors and the non-executive and non-independent chairman are subject to retirement by rotation. Mr. Mahendra Sanghvi, who was initially appointed on 9th March 1995 and last re-appointed as a director liable to retire by rotation, on 27th August 2022, and whose office is liable to retire by rotation at this AGM, being eligible, offers himself for re-appointment at the ensuing AGM. Based on performance evaluation and the recommendation of the nomination and remuneration committee, the Board recommends his re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Mr. Mahendra Sanghvi (DIN: 00084162) as a director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment".

Special Business:

Item No. 4 – To ratify remuneration payable to the Cost Auditors of the company for the F.Y. 2026-27:

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of 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 of ₹1,50,000 (Rupees One Lac Fifty Thousand) p.a. plus applicable tax, travelling and out of pocket expenses payable to M/s. Y. S. Thakar & Co., Cost and Management Accountants, Vadodara, (Firm Registration No. 000318), appointed by the Board of Directors of the Company as Cost Auditors, to conduct audit of the cost records of the Company for the F.Y. 2026-27 be and is hereby ratified and confirmed."

Item No.5 – Change in remuneration of Ms. Kinjal Bhavsar, Managing Director of Shaily Innovations Limited, United Kingdom, effective from 1st April, 2026

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 other applicable provisions, if any, of the Companies Act, 2013, read with applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications(s) & re-enactment thereof for the time being in force) and such other rules and regulations and upon recommendation by the Audit committee and Board of Directors, the consent of the members, be and is hereby accorded for change in remuneration of Ms. Kinjal Bhavsar, a Related Party for the Company and as an Managing Director of Shaily Innovations Limited, United Kingdom, formerly known as Shaily (UK) Limited, Wholly Owned Subsidiary of the Company, effective from 01st April, 2026, on the terms and conditions as detailed hereunder as detailed hereunder :

Remuneration:

Basic Salary at Great Britain Pound (GBP) 240,000 per annum plus the perquisites and allowances as mentioned below.

Perquisites and Allowances:

a) House Rent Allowance: GBP 12,000 p.m.

b) Utility bills will be paid by Shaily Innovations Limited on actuals.

c) Car: Company owned Car or rented car facility as per rules of Shaily Innovations Limited.

d) Leave Travel Concession for self and family, as per rules of Shaily Innovations Limited.

e) Medical Reimbursement, Medical Insurance and Personal Accident Insurance, as per rules of Shaily Innovations Limited.

f) Conveyance: As per rules of Shaily Innovations Limited.

g) Free Telephone / Mobile Facility as per rules of Shaily Innovations Limited.

h) Other perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

RESOLVED FURTHER THAT Ms. Kinjal Bhavsar would be eligible for re-imbursement of all legitimate expenses actually and properly incurred by her while performing her duties, which would not be treated as part of Remuneration, Perquisites and Allowances.

RESOLVED FURTHER THAT Mr. Mahendra Sanghvi - Executive Chairman, Mr. Laxman Sanghvi - Executive Director, Mrs. Tilottama Sanghvi - Whole time Director, Mr. Amit Mahendra Sanghvi - Managing Director, Mr. Sanjay Shah - Chief Strategy Officer and Mr. Harish Punwani - Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to undertake all the necessary acts, deeds and things as it may, in its absolute discretion, deems necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of the Company and complete the legal formalities related thereto."

Item No. 6. – Re-appointment of Mr. Amit Mahendra Sanghvi (DIN: 00022444) as a Managing Director effective from 1st October, 2026 for a period of Five (5) years.

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

"RESOLVED THAT pursuant to the provisions of Section 196,197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") and the Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) & re-enactment thereof for the time being in force), the Articles of Association of the Company and on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC") and approval of Board of Directors of the Company and subject to approval of Central Government and such other approvals / permissions, as may be required, consent of the members of the Company, be and is hereby accorded for re-appointment of Mr. Amit Mahendra Sanghvi (DIN : 00022444), as a Managing Director of the Company, for a period of 5 (Five) years effective from October 01, 2026 to September 30, 2031, liable to retire by rotation, on the remuneration and terms and conditions as detailed hereunder:

Term of Appointment:

5 (Five) years from October 01, 2026 to September 30, 2031, liable to retire by rotation.

Remuneration:

Mr. Amit Mahendra Sanghvi will not draw any remuneration from **Shaily Engineering Plastics Limited.**

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions including the remuneration of the said appointment to the extent recommended by the NRC from time to time, as may be considered appropriate, and as may be agreed to between the Board of Directors and Mr. Amit Mahendra Sanghvi."

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

Item No. 7 - Enabling resolution for raising funds upto ₹500 Crore through issue of securities

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

"RESOLVED THAT pursuant to and in accordance with the applicable provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies

(Share Capital and Debentures) Rules, 2014, each including any amendment(s), statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force (collectively, the "Companies Act"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, , the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchange(s) where the equity shares of the Company are listed ("Stock Exchanges"), and all other applicable statutes, rules, regulations, circulars, notifications, clarifications and guidelines issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India, the Securities and Exchange Board of India, the Registrar of Companies, the Stock Exchanges and any other appropriate governmental or regulatory authority, and subject to all approval(s), consent(s), permission(s) and/or sanction(s) as may be required from such statutory, regulatory or other authorities and subject to such terms, conditions and modifications as may be prescribed or imposed by them while granting such approval(s), consent(s), permission(s) and/or sanction(s), which may be agreed to by the Board of Directors of the Company ("Board", which term shall include any duly constituted committee thereof), the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of equity shares and/or securities convertible into or exchangeable for equity shares, including warrants, fully or partly convertible debentures, non-convertible debentures, and/or any other eligible securities or instruments, whether rupee denominated or denominated in one or more foreign currencies, or any combination thereof (collectively, the "Securities"), for cash, in one or more tranches, for an aggregate amount not exceeding ₹500 crore (Rupees Five Hundred Crore only), or such equivalent amount in foreign currency, inclusive of such premium as may be fixed on the Securities, by way of, rights issue, preferential issue, private placement including qualified institutions placement ("QIP"), or through any other permissible mode or combination thereof, to qualified institutional buyers ("QIBs") and/or such other eligible investors, whether or not they are members of the Company, as may be permitted under applicable law, through offer document(s), placement document(s), private placement offer cum application letter(s), letter(s) of offer, circular(s), memorandum(s) and/or such other document(s), at such price or prices, including at a discount or premium as may be permitted under applicable law, and on such terms and conditions as the Board may, in its absolute discretion, determine, considering prevailing market conditions and other relevant factors and, wherever necessary, in consultation with lead manager(s), merchant banker(s), advisors and/or other intermediaries appointed for the issue."

RESOLVED FURTHER THAT in the event the Securities are offered to QIBs through a QIP, the issue shall be undertaken in accordance with Chapter VI of the SEBI ICDR Regulations and other applicable laws, and the following shall apply:

(i) the allotment of Securities shall be completed within 365 days from the date of passing of this special resolution or within such other period as may be permitted under applicable law;

(ii) the relevant date for the purpose of pricing of equity shares shall be the date of the meeting in which the Board or a committee authorised by the Board decides to open the proposed QIP, and in case of eligible convertible securities, the relevant date shall be the date determined in accordance with the SEBI ICDR Regulations;

(iii) (the issue price shall not be less than the price determined in accordance with Regulation 176(1) of the SEBI ICDR Regulations, with authority to the Board to offer a discount of not more than 5% or such other discount as may be permitted under applicable law;

(iv) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

(v) no allotment shall be made, directly or indirectly, to any QIB who is a promoter or any person related to the promoters in terms of the SEBI ICDR Regulations;

(vi) the Company shall not undertake any subsequent QIP until expiry of two weeks or such other period as may be prescribed under applicable law from the date of the prior QIP;

(vii) the Securities shall be allotted in dematerialised form and on a fully paid-up basis, and no partly paid-up equity shares or other Securities shall be issued or allotted under the QIP; and

(viii) the Securities allotted under the QIP shall not be eligible for sale by the respective allottees for a period of one year from the date of allotment, except on a recognised stock exchange or as may otherwise be permitted under applicable law.

(ix) the credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized, in case the Issue size exceeds Rs. 100 Crores (Rupees One Hundred Crores).

RESOLVED FURTHER THAT the Securities to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the equity shares issued or allotted pursuant to the issue or upon conversion, exchange, redemption or exercise of any Securities shall rank pari passu in all respects with the existing equity shares of the Company and shall be listed on the Stock Exchanges, subject to receipt of requisite approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, desirable or expedient, including finalising the form, terms, timing and manner of the issue, determining the number of Securities to be issued, the issue price, the opening and closing dates of the issue, the class of investors, the basis of allotment, utilisation of proceeds, appointment of lead manager(s), merchant banker(s), legal counsel, advisors, underwriters, placement agents, depositories, custodians, registrars, monitoring agency, bankers and other intermediaries, approval and execution of offer document(s), placement document(s), private placement offer letter(s), letter(s) of offer, circular(s), term sheet(s), agreement(s), declaration(s), certificate(s), consent(s), undertaking(s), power(s) of attorney and all other documents, filing of requisite documents and applications with SEBI, MCA, RBI, RoC, Stock Exchanges and other authorities, seeking listing and trading approvals, opening and operating bank accounts, accepting and appropriating issue proceeds, paying fees, commissions, brokerage, remuneration and expenses, and settling all questions, difficulties or doubts that may arise in relation to the issue and matters incidental or ancillary thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by these resolutions to any committee of the Board, director(s), key managerial personnel, officer(s) or authorised representative(s) of the Company, as it may deem appropriate, to give effect to these resolutions and to do all such acts, deeds, matters and things as may be necessary or expedient in connection therewith.

For and on behalf of the Board of Directors

Mahendra Sanghvi
Executive Chairman
DIN: 00084162

Place: Vadodara
Date: 08th August 2026
Registered Office:
Survey no. 364/366 AT & PO. Rania,
Taluka Savli, District Vadodara – 391 780
Gujarat, India.

Notes

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") setting out material facts and reasons in respect of special business as set out above, is annexed hereto and forms part of this Notice.

2. The Ministry of Corporate Affairs vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 read with other relevant circulars in this regard, including General Circular No. 03/2025 dated 22nd September, 2025 (hereinafter collectively referred to as the "MCA Circulars"), allowed to hold the Annual General Meeting ("AGM") of the companies through Video Conferencing ("VC") / Other Audio Video Visual Means ("OAVM"), without the physical presence of the members at a common venue. Hence, in compliance with the provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and the MCA Circulars, the AGM of the Company will be held through VC / OAVM on Monday, 28th September, 2026 at 11:00 A.M., (IST). The Registered office of the Company situated at be Survey No. 364/ 366 At & Po. Rania, Taluka - Savli, Vadodara – 391 780, Gujarat, India shall be deemed to be the venue for the 46th AGM.

3. Since this AGM is being held through VC/OAVM, pursuant to MCA circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointments of proxies by the Members will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** However, the Body(ies) Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. In compliance with the aforesaid MCA and SEBI Circulars, notice of the 46th AGM along with the Annual Report 2025-26 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.shaily.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited at https://www.evoting.nsdl.com/ Further, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), Company shall send a letter to the Shareholders who have not registered their email addresses with Company / Depositories, providing the web-link, including the exact path, where complete details of the Annual Report is available.

5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first-come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, 2015 (as amended) and in terms of SEBI circulars for compliance with the provisions of the SEBI Listing Regulations, 2015 by listed entities in relation to e-Voting Facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system prior to the date of AGM as well as during the AGM will be provided by NSDL.

8. Pursuant to Section 113 of the Act, corporate members intending to attend the meeting are requested to send a scanned certified copy of the Board resolution to the Company through Email at investors@shaily.com & secretarial@shaily.com authorizing their representative(s) to attend and vote on their behalf at the meeting.

9. The details of the Director seeking re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and other applicable provisions are provided in **Annexure – A** to this Notice and forming part of the Explanatory Statement.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and all documents referred to in the annual report will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, will be available for inspection, electronically, by the members of the Company during the AGM, based on the request being received on investors@shaily.com & secretarial@shaily.com.

11. The Dividend, if declared, will be payable to those Equity Shareholders whose names appear on the Register of Members as on Friday, 11th September 2026 (Record Date). In respect of shares held in the electronic form the dividend will be payable to the beneficial owners as on Record Date as per details furnished by the Depositories for this purpose. The dividend, once declared, shall be paid

within the timelines prescribed under the Act. The payment will be made electronically through various online transfer modes to those members who have updated their bank account details.

As per the provisions of the Income Tax Act, dividend income is taxable in the hands of shareholders, and the Company is required to deduct tax at source from dividend payable to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 2025 as well as the relevant provisions of the Income Tax Act/ Rules. The shareholders are requested to update their PAN with Registrar & Transfer Agents Viz. Bigshare Services Private Limited (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

A Resident individual shareholder with valid PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source. He/she should send their request in prescribed format by e-mail to tds@bigshareonline.com latest by Friday, 11th September 2026. Shareholders are requested to note that if their PAN is not registered, the tax will be deducted at a higher rate of 20% or such other higher rate as may be prescribed under the Law. Non- resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment Declaration and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41 (online filing), and any other document which may be required as per Law, to avail the tax treaty benefits, by sending an e-mail along with copies of the documents to tds@bigshareonline.com latest by Friday, 11th September 2026.

Please note that pursuant to SEBI Master Circular for Registrars to an Issue and Share Transfer Agents bearing no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026, security holders holding securities in physical form, whose folio(s) do not have the prescribed KYC, shall be eligible to receive dividend and other payments in respect of such folios only through electronic mode with effect from 1st April 2024, and only upon furnishing all the prescribed details. Further, pursuant to Regulation 12 of the SEBI Listing Regulations, 2015, as amended, all payments of dividend, interest, redemption or repayment shall be made only through electronic mode, and no physical warrants, cheques or drafts shall be issued. Accordingly, Members holding shares in physical form are requested to update the prescribed details by completing the appropriate ISR forms with the Company's Registrar & Share Transfer Agent, Bigshare Services Pvt. Ltd ("RTA") by Friday, 11th September 2026, to ensure timely receipt of dividend.

All the work related to share registry in terms of both – physical & electronic, are being carried out by the Company's Registrar & Share Transfer Agent ("RTA") – Bigshare Services Pvt. Ltd at Office No. S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra, India. Tel No. 022-6263 8200. Email: investor@bigshareonline.com. The shareholders are requested to send their communication to the aforesaid address, quoting their Folio No/DP ID no and name of Company.

12. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day except Saturdays and holidays up to the date of the Annual General Meeting. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send a request from their registered Email ID mentioning their name, DP ID and Client ID/Folio No., PAN, Mobile No. to the Company at investors@shaily.com.

13. We urge the members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants for shareholders who hold their shares in Demat form. For shares held in physical form, it is requested to update their details with the RTA of the Company, M/s Bigshare Services Pvt. Ltd at their website www.bigshareonline.com

14. The Company has designated an exclusive email id: investors@shaily.com for redressal of shareholders/investors grievance. In case you have any queries, complaints or grievances, then please write to us at the above - mentioned email address.

15. M/s Samdani Shah and Kabra, Practicing Company Secretaries, Vadodara, has been appointed as the Scrutinizer for the e-voting process in a fair and transparent manner.

16. Process of registration of Email Id for obtaining Annual Report and updation of bank account mandate for receipt of dividend:

    i. For shares held in physical mode, members are requested to visit on the website of Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited at https://www.bigshareonline.com/InvestorRegistration.aspx and upload required document(s) therein.

    ii. For shares held in Demat mode, members are requested to update Email id and Bank Account details with their respective Depository Participants.

17. Shareholders are requested to register their e-mail address with Bigshare Services Pvt Ltd, by clicking the link: https://www.bigshareonline.com and follow the registration process as guided therein. Shareholders are requested to provide details such as Name, Folio number, Certificate number, PAN, mobile number, e-mail ID, and also upload the image of share certificate and a duly signed request letter (up to 1 MB) in PDF or JPEG format.

18. Alternatively, Members may send a request to the RTA of the Company, Bigshare Services Pvt Ltd. at registering

email ID: investor@bigshareonline.com The request letter contains name of the Member, Folio No., mobile no., and email address to be registered/updated. The request shall be duly signed by the Member (first holder, in case of jointly held) and be accompanied with self-attested scanned copy of PAN.

19. Pursuant to SEBI Master Circular for Registrars to an Issue and Share Transfer Agents bearing no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026, the Company shall issue the securities in dematerialized form only while processing the service request(s) in the form(s) prescribed therein. Further, the investor / shareholder is required to have a demat account before submitting the service request. The form(s) are available on the website of the Company at https://shaily.com and on the website of RTA at https://www.bigshareonline.com/. It may be noted that the service request shall be processed only after the folio is KYC Compliant.

    Members who have not encashed their above Dividend warrants may approach the Company/ RTA immediately for revalidation. The Company shall thereafter transfer the unclaimed dividend amount to the Investor Education and Protection Fund, and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred.

20. As per the provisions of Section 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF"), a fund constituted by the Government of India under Section 125 of the Act. Further, In accordance with the provisions of Section 124(6) of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to Investor Education and Protection Fund. Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or RTA.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

1. Pursuant to MCA and SEBI Circulars, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated 08th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis.

   This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 read with other relevant circulars in this regard, including General Circular No. 03/2025 dated 22nd September, 2025 and in terms of SEBI Master circular no. SEBI/HO/CFD/ PoD2/CIR/P/0155 dated 11th November, 2024 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shaily.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://www.evoting.nsdl.com/

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Friday, 25th September 2026 at 09:00 A.M. and ends on Sunday, 27th September 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 21st September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 21st September 2026.

How do I vote electronically using NSDL e-Voting system?

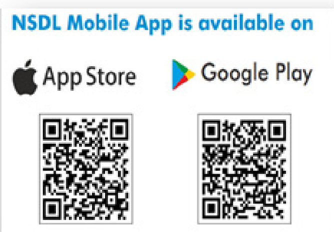
The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https:// eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience 

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding security in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company for example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to samdanics@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other

than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@shaily.com

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@shaily.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (investors@shaily.com). The same will be replied by the company .

6. Those shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the AGM.

7. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.nsdl.com under help section or write an email to evoting@nsdl.co.in

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

Item No. 4

To ratify remuneration payable to the Cost Auditors of the company for the F.Y. 2026-27:

The company is required under section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for the products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice. Based on the documents made available and the discussions held at the meeting of the Audit Committee, it considered and recommended the appointment and remuneration of the Cost Auditors to the Board of Directors ('the Board').The Board of the Company, upon recommendation of the Audit Committee, at their meeting held on 19th May, 2026, approved the appointment and remuneration of M/s Y.S. Thakar & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the F.Y. 2026-27.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for audit of the cost records of the Company for the F.Y. 2026-27 as set out in the resolution for the aforesaid services to be rendered by him.

The rationale for recommendation is based on the fulfilment of the eligibility criteria & qualification prescribed under the Act and rules framed thereunder with regard to cost audit, professional experience, capability, independent assessment, audit expertise and an evaluation of the quality of audit work done by them in the past.

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

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

Item No. 5

Change in remuneration of Ms. Kinjal Bhavsar, Managing Director of Shaily Innovations Limited, United Kingdom, effective from 1st April, 2026

Ms. Kinjal Bhavsar is the spouse of Mr. Amit Mahendra Sanghvi, Managing Director of the Company and daughter-in-law of Mr. Mahendra Sanghvi, Executive Chairman and Mrs. Tilottama Sanghvi, Whole Time Director. Being a relative of Director, Ms. Kinjal Bhavsar is covered within the definition of "Relative" as defined under Section 2(77) of the Companies Act, 2013 is a Related Party pursuant to provisions of Section 2(76) of the Companies Act, 2013 read with Regulation 2(zb) and of the "SEBI Listing Regulations 2015".

Ms. Kinjal Bhavsar was appointed as an Executive Director Quality Assurance & Regulatory Affairs of Shaily Innovations Limited, United Kingdom, wholly owned subsidiary of the Company w.e.f. 1st February 2022 with the total remuneration of GBP 75,000 per annum plus perquisites and allowances after obtaining approval of the Members of the Company by way of resolution passed through Postal Ballot on 19th March 2022. Thereafter, she was promoted to Managing Director with the total remuneration of GBP 150,000 per annum plus perquisites and allowances after obtaining approval from the Members in the 44th Annual General Meeting held on 21st September 2024.

Educational Qualification and Experience:

Ms. Kinjal Bhavsar is an experienced Biomedical Engineer and has studied B.Sc. Engineering in Bioengineering & M.Sc. Engineering in Bioengineering from IRA Fulton School of Engineering, Arizona State University, USA in the year 2005 & 2008 respectively. She has many research publications and projects to her credit.

Looking to her dedication and expertise lies in the field of medical and drug delivery devices and as a result of that constant growth of the Company, the Management of Shaily Innovations Limited (Formerly known as Shaily (UK) Limited) proposed to change the remuneration of Ms. Kinjal Bhavsar w.e.f. 1st April 2026 and It is proposed that Ms. Kinjal Bhavsar be paid a remuneration of GBP 2,40,000 per annum plus the perquisites and allowances.

Pursuant to the provisions of Section 188(1)(f) of the Companies Act 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 other applicable provisions, if any, of the Companies Act, 2013, appointment of any related party to any office or place of profit in the Company, its Subsidiary Company or associate company at a monthly remuneration exceeding ₹2,50,000 per month, requires prior approval of the members by way of resolution.

It is further prescribed in the Act that where any contract or arrangement is entered into with a related party without obtaining the consent of the members, wherever required, the same can be ratified by the shareholders within three months from the date on which such contract or arrangement was entered into.

The Audit Committee and the Board of Directors of the Company have at their meeting held on 19th May 2026 respectively, approved the Change in the remuneration of Ms. Kinjal Bhavsar, Executive Director - Quality Assurance and Regulatory Affairs as proposed in the resolution subject to prior approval of the Members of the Company. As change in remuneration of Ms. Kinjal Bhavsar, a related party to an office or place of profit in a subsidiary shall be carried out after prior approval of the members, as a good corporate practice, at the instructions of the Board of Directors of the Company, Shaily Innovations Limited

(Formerly known as Shaily (UK) Limited) has made only a provision in its books of accounts for the Change in remuneration. The payment of the revised remuneration will be made only after the members of the Company approve the same.

Information as required to be mentioned in the explanatory statement as per provisions of Rule 15 of the Companies (Meetings of Board and its Powers), Rules, 2014 are as under :

Sr. No	Particulars	Information
1	Name of the Related Party	Ms. Kinjal Bhavsar
2	Name of the Director / Key Managerial Personnel who is related, if any	1. Mr. Amit Mahendra Sanghvi – Managing Director 2. Mr. Mahendra Sanghvi – Executive Chairman 3. Mrs. Tilottama Sanghvi – Whole -Time Director.
3	Nature of Relationship	Ms. Kinjal Bhavsar is spouse of Mr. Amit Mahendra Sanghvi and Daughter- in-Law of Mr. Mahendra Sanghvi and Mrs. Tilottama Sanghvi.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	Change in Remuneration of Ms. Kinjal Bhavsar as a Managing Director of Shaily Innovations Limited, United Kingdom Wholly Owned Subsidiary of the Company from GBP 150,000 p.a. to GBP 2,40,000 p.a. w.e.f. 1st April 2026, more specifically mentioned in the resolution at Item No.5
5	Any other information relevant or important for the Members to take a decision on the proposed resolution	The revised remuneration will be paid only after obtaining members approval.

Since, Ms. Kinjal Bhavsar is a related party as per the provisions of Section 2(76) of the Companies Act, 2013, the proposed resolution at Item No. 5 shall be subject to approval of unrelated equity shareholders as per Section 188(1)(f) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations, 2015. Accordingly, all related parties of the Company including Promoters and entities forming part of promoter group shall not vote to approve this resolution whether the entity is a related party to the particular transaction or not.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Amit Mahendra Sanghvi, Mr. Mahendra Sanghvi and Mrs. Tilottama Sanghvi and their relatives, have any concern or interest, financial or otherwise, in the resolution at **Item No. 5** of this Notice.

The Board of Directors recommends resolution at **Item No. 5** of this Notice for approval by the Members by way of an **Ordinary Resolution**.

Item No.6

Re-appointment of Mr. Amit Mahendra Sanghvi (DIN: 00022444) as a Managing Director effective from 1st October 2026 for a period of five (5) years.

The Board of Directors based on the recommendation of Nomination and Remuneration Committee held on 8th August, 2026, have approved and recommended to the members, the appointment and the remuneration proposed to be paid to Mr. Amit Mahendra Sanghvi as Managing Director of the Company, liable to retire by rotation for a period of five (5) years w.e.f. 1st October, 2026.

Mr. Amit Mahendra Sanghvi satisfies all applicable conditions for being re-appointed as Managing Director of the Company, as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act except clause (e) of Part-I of Schedule V.

Since Mr. Amit Mahendra Sanghvi is a Non-Resident Indian (NRI) as per the Explanation under Schedule V to the Act, the Company is required to seek the approval of the Central Government for re-appointing him as Managing Director as required under the Act.

Rationale for the recommendation:

Mr. Amit Mahendra Sanghvi, aged 43 years, is an Electrical Engineer from University of Ottawa and has pursued his M. Sc in Supply Chain and manufacturing from Pennsylvania State University. He initiated his career with Arete Inc. (USA) as a Business Process Consultant for Pepsi and Coke and has progressively worked his way to the position of high cadre. He has also worked with reputed companies such as PAS Romania, Pepsi Bottling Group (PBG), New York, Coca Cola Bottling, Indonesia. At Shaily, he started off as General Manager – Projects. Considering his performance, he was elevated to a Whole-Time Director and then after entrusted with the responsibilities of a Managing Director, since May 16, 2015.

Considering the efforts and involvement of Mr. Amit Mahendra Sanghvi and that the Company has made rapid progress and shown healthy growth in terms of revenues as well as in terms of profits under his leadership, the Board of Directors, on the recommendation of Nomination & Remuneration Committee, approved the re-appointment of Mr. Amit Mahendra Sanghvi as Managing Director of the Company for a period of 5 (five) years effective from 1st October 2026 to 30th September 2031.

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

Mr. Amit Mahendra Sanghvi will not draw any remuneration from Shaily Engineering Plastics Limited during his re-appointment as a Managing Director of the Company. He has been appointed as a Managing Director of Shaily Innovations FZCO, Dubai, UAE w.e.f. 01st April, 2025 which was approved by the members at the 45th Annual General Meeting held on 27th September 2025.

The Board of Directors recommends resolution at **Item No. 6** of this Notice for approval by the Members by way of a **Special Resolution**.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Amit Mahendra Sanghvi, Mrs. Tilottama Sanghvi and Mr. Mahendra Sanghvi, have any concern or interest, financial or otherwise, in resolution **Item No.6** of this resolution.

Item No. 7

Enabling resolution for raising funds upto ₹500 Crore through issue of securities

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic expansion and inorganic opportunities. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, subject to compliance with applicable laws, the Company and Board of Directors of the Company hereby seeking the ENABLING RESOLUTION from the members of the Company to raise capital upto ₹500 Crore (Rupees Five Hundred Crore Only) for the purposes of funding its significant expansion by setting up a new facilities in Chennai and Abu Dhabi and enhancing existing ones to support its growing business. With the aforesaid pace of growth, the Company's requirements for capital expenditure, working capital and general corporate purposes are expected to increase.

In line with the above, the Company proposes to raise funds through the issuance of any instrument or security, including equity shares, fully/partly convertible debentures, non-convertible debentures, warrants (collectively, the "Securities"), or any combination of Securities, for an aggregate consideration of up to ₹500 Crore (Rupees Five Hundred Crore Only) all or any such investors, jointly and/or severally, that may be permitted to invest in such issuance of Securities, including resident or non-resident/foreign investors (whether institutions and/ or incorporated bodies and/or trusts or otherwise) / foreign portfolio investors/mutual funds/pension funds/venture capital funds/banks /alternate investment funds /Indian and/ or multilateral financial institutions/insurance companies/ any other qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations, and the qualified institutional buyers, the "QIBs")/ any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, preferential allotment, rights issue or a private placement (including one or more qualified institutions placements ("QIP") in accordance with the applicable provisions of the Companies Act, 2013 (as defined hereinafter) and the SEBI ICDR Regulations), or through any other permissible mode and / or combination thereof as may be considered appropriate, in terms of Sections 23, 41, 42, 62, 71, and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or reenactment(s) thereof ("the Act") and in accordance with the provisions of the memorandum of association and articles of association of the Company, the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including Foreign Exchange Management (Nondebt Instruments) Rules, 2019; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹2 (Rupees Two Only) of the Company are listed ("Stock Exchanges", and such equity shares); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, and such other statutory / regulatory authorities). Accordingly, the Board of the Company ("Board", which term shall include any committee which the Board may have constituted or may constitute to exercise its powers, including the powers conferred by this resolution), at its meeting held on 19th May 2026, subject to the approval of the members of the Company, approved the raising of funds at such price and on such terms and conditions as may be deemed appropriate by the Board at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and / or other advisor(s) appointed in relation to issuance of Securities, in accordance with applicable laws, and subject to regulatory approvals (as necessary).

The resolution proposed is an ENABLING RESOLUTION and the exact price, proportion, and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the issuance of Securities will be decided by the Board, in accordance with the SEBI ICDR Regulations, in consultation with book running lead manager(s) and / or other advisor(s) appointed in relation to the issuance of Securities and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post issue shareholding and the shareholding pattern of the Company are not provided. Accordingly, the Board may, in its discretion, adopt one or more of the mechanisms for raising funds to meet its objectives as stated in the paragraphs above without the need for fresh approval from the members of the Company. The proposal, therefore, seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of the issuance.

The relevant date for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

In the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the members of the Company. Further, the Equity Shares offered, issued, and allotted by the Company pursuant to any such QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank, in all respects, pari passu with the existing Equity Shares of the Company.

The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Act, and any other applicable law. The resolution enables the Board, in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the price determined in accordance with the SEBI ICDR Regulations.

The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI LODR Regulations.

The approval of the members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the Special Resolution, as set out in **Item no. 7** of this notice, without the need for any fresh approval from the members of the Company in this regard.

The Board recommends the resolution for approval of the members. Except to the extent of their shareholding, if any, none of the Directors or the Manager or any other Key Managerial Personnel(s) or their relatives are concerned or interested whether financial or otherwise, if any, in respect of Special Resolution proposed at **Item No. 7.**

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope, and implications of the items of business and to take decision thereon.

The proposed issuance of Securities is in the interest of the Company, and the Board recommends the resolution set out at **Item no. 7** of the notice for the approval of the members as a **Special Resolution.**

Annexure-A

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

Executive Director

Name of Director	Mr. Amit Mahendra Sanghvi	Mr. Mahendra Sanghvi
Age	43 years	78 years
Qualification	M.Sc. in Supply Chain and Management, Graduation in Electrical Engineering	Chemical Engineer from Wayne State University, USA, Plastics Technologist Diploma MBA from Toronto University, Canada
Nature of Expertise in specific functional area	Management & Leadership	Chairman
Date of first appointment on to the Board	01.10.2011	09.03.1995
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Mr. Mahendra Sanghvi - Father Mrs. Tilottama Sanghvi – Mother	Mrs. Tilottama Sanghvi – Wife Mr. Laxman Sanghvi – Brother Mr. Amit Mahendra Sanghvi - Son
Directorship in Listed Entities as on 8th August 2026	Shaily Engineering Plastics Limited	Shaily Engineering Plastics Limited
Details of other Directorships as on 8th August 2026	Shaily Medical Plastics Private Limited Shaily Innovations Limited, United Kingdom Shaily Innovations FZCO, UAE	Panax Appliances Private Limited Shaily IDC (India) Private Limited Shaily Medical Plastics Private Limited Shaily Innovations Limited, United Kingdom
Listed Entities from which the Director has resigned in the past three years	NIL	Integra Engineering India Limited Munjal Auto Industries Limited
Shareholding in the Company including. shareholding as a beneficial owner as on 31st March 2026	12,03,290 (2.62% of paid-up share capital)	33,31,675 (7.25% of the paid-up share capital)
Chairmanship/ Membership of Committees of the Board	Shaily Engineering Plastics Limited Membership: - Stakeholders Relationship Committee	Shaily Engineering Plastics Limited Membership: Nomination and Remuneration Committee Risk Management Committee