



15<sup>th</sup> March, 2016

**The Listing Department  
BSE Limited  
P.J. Towers, 1<sup>st</sup> Floor, Dalal Street,  
Mumbai – 400001**

**The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G-Block,  
Bandra – Kurla Complex  
Bandra (E), Mumbai – 400051**

**BSE Srip Code: 509874**

**NSE Symbol: SHALPAINTS**

**SUBJECT: DETAILS OF RESULT OF POSTAL BALLOT, PURSUANT TO REGULATION  
44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015**

Dear Sirs,

This is in reference to the captioned subject, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of voting results of the Postal Ballot, declared by the Company on 15<sup>th</sup> March 2016. The resolution set out in the Postal Ballot Notice was approved by the Shareholders of the Company with requisite majority.

Kindly acknowledge receipt of the same.

Thanking You,

**For Shalimar Paints Limited**

**Nitin Gupta  
Company Secretary  
FCS: 8485  
Corporate Office: 4th Floor,  
Plot No. 64, Sector-44, Gurgaon,  
Haryana - 122001**



### **Scrutinizer's Report on Postal Ballot**

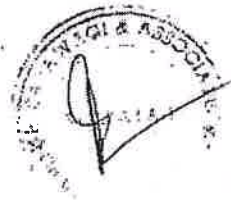
*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015]*

**Mr. Surendra Kumar**  
Wholetime Director, COO & CFO  
Shalimar Paints Limited

Dear Sir,

I, CS P.K. Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, have been appointed as Scrutinizer for the purpose of scrutinizing the remote electronic voting (e-voting) process as well as for voting conducted through Postal Ballot Paper process in a fair and transparent manner and ascertaining the result thereof, in respect of the Special Resolution to be transacted through Postal Ballot Process (including e-voting), for seeking approval of the shareholders of the Company for the proposed shifting of the Registered Office of the Company from the State of West Bengal to the State of Haryana and consequential amendment in Clause II of the Memorandum of Association of the Company.

Compliances with the provisions of the Companies Act, 2013 and the rules framed thereunder relating to voting through Postal Ballot (including e-voting) by the members of the Company on the Item contained in the Postal Ballot Notice dated 1<sup>st</sup> February, 2016, are the responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting process, both through remote e-voting and by use of Postal Ballot Forms, are conducted in a fair and transparent manner and to make a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said resolution, based on reports generated from e-voting system provided by Central Depository Services (India) Limited for remote e-voting and Postal Ballot Forms submitted by the members till 5:00 PM on 10<sup>th</sup> March, 2016.



contd. .... 2

I submit my report as under :

1. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide and facilitate remote e-voting process to the members of the Company to cast their votes through a secured electronic mode on the said resolution to be transacted through Postal Ballot Process.
2. The Company has completed the despatch of Postal Ballot Notice along with Postal Ballot Form, on 9<sup>th</sup> February, 2016, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014, to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 5<sup>th</sup> February, 2016, the 'cut-off' date fixed by the Board for determining the entitlement of the shareholders to vote on the resolution. The self-addressed postage prepaid envelopes were also sent along with the Notices despatched through Post. The Postal Ballot Notice and the Postal Ballot Form were also placed on the Company's website [www.shalimarpaints.com](http://www.shalimarpaints.com).
3. The remote e-voting period remained opened from 9:00 AM on Wednesday, 10<sup>th</sup> February, 2016 till 5:00 PM on Thursday, 10<sup>th</sup> March, 2016. The physical Postal Ballot Forms were to reach the Scrutinizer at the Company's Corporate Office at 4<sup>th</sup> Floor, Plot No. 64, Sector 44, Gurgaon – 122 001, Haryana, not later than 5:00 PM on Thursday, 10<sup>th</sup> March, 2016.
4. The requisite advertisement pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(3) of the Companies (Management and Administration) Rules, 2014, was published in the "Business Standard" (in English language) and in "Aaj Kaal" (in Bengali language), both on 11<sup>th</sup> February, 2016.
5. The votes cast by the members through remote e-voting system provided by CDSL were unblocked in presence of two witnesses, namely, (1) Ms. Yogita Sharma and (2) Mr. Akash Lahoti, both of M/s. P. Sarawagi & Associates, on 12<sup>th</sup> March, 2016 at 12:25 PM.
6. The total number of sealed envelopes received up to 5:00 PM. on Thursday, 10<sup>th</sup> March, 2016, i.e., the last date and time fixed by the Company for receipt of the forms and opened in front of me, were 53 containing 54 Postal Ballot Forms. These 54 Postal Ballot Forms were considered for my scrutiny. The particulars of all the Postal Ballot Forms received, have been entered in the Register separately maintained for the purpose.
7. Postal Ballot Forms in respect of 9 members, holding 717 shares in aggregate, which were incomplete and/or which were otherwise found defective, were treated as invalid.

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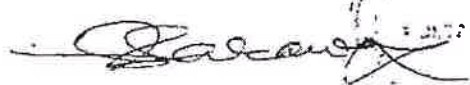
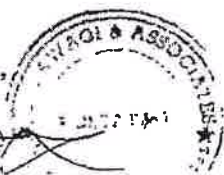
8. 377 envelopes containing Postal Ballot Notice and Postal Ballot Forms were returned undelivered till the date hereof. These envelopes were also not opened and have also been kept separately.
9. Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)), and the votes cast by the members through Postal Ballot Forms, the result of the voting through Postal Ballot (including e-voting) on the following item of the business, is given below :

**Item : Special Resolution as set out the Postal Ballot Notice dated 1<sup>st</sup> February, 2016, for seeking approval of shareholders of the Company for proposed shifting of the Registered Office of the Company from the State of West Bengal to the State of Haryana and consequential amendment in Clause II of the Memorandum of Association of the Company**

Through	E-voting		Postal Ballot Forms		Total		%age of total valid votes
	No. of Members	No. of valid votes cast	No. of Members	No. of valid votes cast	No. of Members	No. of valid votes cast	
<b>Voted</b>							
<b>In Favour</b>	<b>33</b>	<b>11961968</b>	<b>37</b>	<b>7076</b>	<b>70</b>	<b>11969044</b>	<b>99.9995</b>
<b>Against</b>	<b>Nil</b>	<b>Nil</b>	<b>8</b>	<b>60</b>	<b>8</b>	<b>60</b>	<b>00.0005</b>
<b>Total</b>	<b>33</b>	<b>11961968</b>	<b>45</b>	<b>7136</b>	<b>78</b>	<b>11969104</b>	<b>100.0000</b>

10. All relevant documents, records and papers relating to e-voting as well as postal ballot shall remain in my safe custody until Mr. Surendra Kumar, Wholetime Director, COO & CFO of the Company, declares the result of the Postal Ballot (including e-voting) on the Special Resolution for seeking approval of shareholders of the Company for proposed shifting of the Registered Office of the Company from the State of West Bengal to the State of Haryana and consequential amendment in Clause II of the Memorandum of Association of the Company and sign the minutes thereof. Thereafter, I shall return these documents and other related papers to the Company.

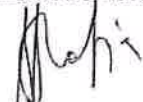
Yours faithfully,

**( P.K. Sarawagi )**  
Company Secretary in Practice  
Membership No. : FCS-3381  
Certificate of Practice No. 4882

Counter signed by

For SHALIMAR PAINTS LIMITED



**(Surender Kumar)**  
Wholetime Director, COO & CFO

Kolkata, 14<sup>th</sup> March, 2016





**SHALIMAR  
PAINTS**

**DECLARATION OF RESULT OF POSTAL BALLOT**

In terms of Section 110 of the Companies Act 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), members approval was sought for the resolution appended to the Postal Ballot Notice dated 1<sup>st</sup> February 2016, The Postal Ballot Notice containing Special Resolution together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 9<sup>th</sup> February, 2016 and the last date for receipt of Postal Ballot forms from the shareholders was 10<sup>th</sup> March 2016.

Mr. P.K. Sarawagi of M/s P. Sarawagi & Associates, Company Secretaries, Kolkata was appointed as Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. The Scrutiniser has submitted his report and the postal ballot results are as follows:

**Resolution 1 – Special Resolution**

**SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF WEST BENGAL TO THE STATE OF HARYANA**

**"RESOLVED THAT** pursuant to the provisions of Sections 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with relevant applicable Rules, and subject to the approval of the Regional Director, Eastern Region, and/or and such other approvals, permissions and sanctions, as may be required in this regard under the provisions of the said Act or under any other Law for the time being in force, the consent of the Members of the Company be and is hereby accorded to shift the registered office of the Company from the State of West Bengal to the State of Haryana and consequently, to substitute and replace the existing Clause II of the Memorandum of Association of the Company by the following Clause :

*"II. The Registered Office of the Company will be situated in the State of Haryana."*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things (including delegation of all or any of its powers herein to its Directors, Company Secretary or any other officer(s)) as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company."

The above resolution is passed with the requisite majority.

For Shalimar Paints Limited



*Nitin Gupta*  
Nitin Gupta

Company Secretary

FCS: 8485

Corp. Off.: 4th Floor,

Plot No. 64, Sector-44, Gurgaon,

Haryana - 122001



Date : 15<sup>th</sup> March, 2016

Place : Gurgaon

Shalimar Paints Ltd.

Corp. Office: 4th Floor, Plot No.64, Sector-44, Gurgaon-122001, Haryana, (India) P: +91 124 4616600 F: +91 124 4616659

Regd. Office: P. O. Danesh Shaikh Lane, Howrah-711109, West Bengal (India) P: +91 33 26443201-02 F: +91 33 26443540

E: askus@shalimarpaints.com | www.shalimarpaints.com | CIN: L24222WB1902PLC001540





<b>Date of declaration of result of Postal Ballot</b>	15 <sup>th</sup> March 2016
<b>Total Number of Shareholders on record date</b>	As on record date i.e., 5 <sup>th</sup> February, 2016. No. of shareholders were 9527
<b>No. of shareholders present in meeting either in person or through proxy: Promoter and Promoter Group Public</b>	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing Promoter and Promoter Group Public</b>	Not Applicable

#### Detail of Agenda

S. No.	Agenda Item	Resolution type (Ordinary/Special)	Mode of voting (Show of hands/Poll/Postal ballot/ E-voting)	Remarks
1	Shifting of Registered Office of the Company from the State of West Bengal to the State of Haryana	Special	Postal Ballot/ E-Voting	Resolution passed with requisite majority

<b>Resolution required: (Ordinary/ Special)</b>					<b>Special</b>		
<b>Whether promoter/ promoter group are interested in the agenda/ resolution</b>					<b>No</b>		
Through/ Voted	E-Voting		Postal Ballot Forms		Total		% age of total valid votes
	No of Members	No of valid votes cast	No. of Members	No. of valid votes cast	No of Members	No of valid votes cast	
<b>In Favour</b>	33	11961968	37	7076	70	11969044	99.9995
<b>Against</b>	Nil	Nil	8	60	8	60	00.0005
<b>Total</b>	<b>33</b>	<b>11961968</b>	<b>45</b>	<b>7136</b>	<b>78</b>	<b>11969104</b>	<b>100.0000</b>

