

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

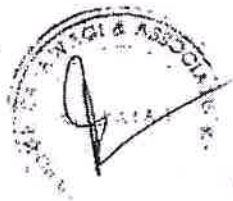
*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies  
(Management and Administration) Rules, 2014, as amended by the Companies  
(Management and Administration) Amendment Rules, 2015]*

**Mr. Surendra Kumar**  
Wholtime 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.

contd. .... 3



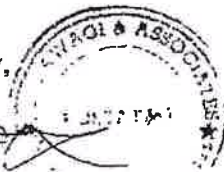
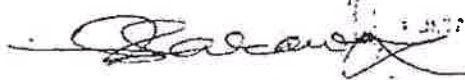
8. 377 envelopes containing Postal Ballot Notice and Postal Ballot Forms were returned undelivered till the date hereof. These envelopes were also not opened and have also been kept separately.
9. Based on the details containing list of Members who have cast their votes on remote e-voting platform as 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.

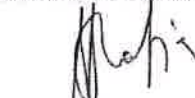
Yours faithfully,



( 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

