



## Scrutinizer's Report

(Pursuant to section 110 of the Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable.

To,  
The Chairman  
SHALIMAR PAINTS LIMITED  
Stainless Centre,  
4th Floor, Plot No. 50, Sector 32  
Gurugram -122001, Haryana

Dear Sir,

I, Mohit Dahiya, practicing Company Secretary, was appointed as a Scrutinizer of **SHALIMAR PAINTS LIMITED ("the Company")** pursuant to section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, for the purpose of Scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot out as per the provision of Companies Act, 2013 on the below mentioned resolution(s). We submit our report as under:

1. The e-voting period remained open from Friday 22<sup>nd</sup> April, 2017 (9:00 A.M) to Sunday 21<sup>st</sup> May 2017 (5:00 P.M.)

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Mohit & Associates

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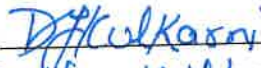
  
MOHIT & ASSOCIATES  
Company Secretary  
C-113, South City 1, Gurgaon  
Ph. No. 11722



2. The shareholders holding shares either in physical form or in dematerialized form on the "cut off" date i.e. 7<sup>th</sup> April, 2017 were entitled to vote electronically on proposed resolution as set out in Notice of Postal Ballot dated 19<sup>th</sup> April, 2017 of Shalimar Paints Limited.

3. The votes were unlocked on 22<sup>nd</sup> May, 2016 at 9. 30 A.M in the presence of Mr. Aman Arora & Mrs. Deepa Kulkarni who are not in employment of the Company. They have signed below in confirmation of the vote being unlocked in their presence.

Signature   
Name Aman Arora

Signature   
Name Deepa Kulkarni

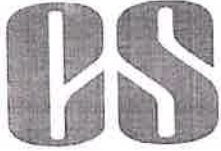
4. The physical postal ballot were received up to 5:30 P.M on 21<sup>th</sup> May, 2017 through self-addressed business reply envelopes.

5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "**FOR and AGAINST**", were downloaded from the e-voting website of <https://www.evotingindia.com>.

6. The results of the Postal Ballot & E-voting are as under:

**Resolution: - Conversion of Unsecured Loan into Equity through Right Issue**

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting through Postal Ballot	14	3,875	
	2. Voting through E-Voting	39	11,964,430	
	<b>Total (1+2)</b>	<b>53</b>	<b>11,968,305</b>	
(b)	Less: Invalid Votes	1	0	
(c)	1. Voting through Postal Ballot	13	3,875	



	2. Voting through E-Voting	39	11,964,430	
	<b>Total (1+2)</b>	<b>52</b>	<b>11,968,305</b>	<b>100%</b>
(d)	1. Voting through Postal Ballot with assent for the resolution	11	2,845	
	2. Voting through e-Voting with assent for the resolution.	38	11,964,330	
	<b>Total (1+2)</b>	<b>49</b>	<b>11,967,175</b>	<b>99.99%</b>
(e)	1. Voting through Postal Ballot with dissent for the resolution	2	1,030	
	2. Voting through e-Voting with dissent for the resolution.	1	100	
	<b>Total (1+2)</b>	<b>3</b>	<b>1,130</b>	<b>00.01%</b>

7. The details containing the list of equity shareholders who voted "FOR", AGAINST" and those whose votes were declared invalid for the resolution along with the postal ballot and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You  
Yours Faithfully

For and on Behalf of  
Mohit & Associates

  
CS Mohit Dahiya  
Practicing company Secretary  
M.No. A30192  
C.P No. 11722

Place: Gurugram  
Date: 22<sup>nd</sup> May, 2017