



**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 1st 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 9th February, 2016 and the last date for receipt of Postal Ballot forms from the shareholders was 10th 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 : 15th 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

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

Resolution required: (Ordinary/ Special)						Special	
Whether promoter/ promoter group are interested in the agenda/ resolution						No	
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	
In Favour	33	11961968	37	7076	70	11969044	99.9995
Against	Nil	Nil	8	60	8	60	00.0005
Total	33	11961968	45	7136	78	11969104	100.0000



THE ART & SCIENCE OF PAINTS

Shalimar Paints Ltd.

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