



**SHALIMAR
PAINTS**

29th September, 2015

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

email ID: corp.relations@bseindia.com

Central Depository Services (India) Limited (CDSL)
17th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

email ID: helpdesk.evoting@cdslindia.com

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai - 400 051
Email ID: cmlist@nse.co.in

Ref.:- Scrip Code - NSE-SHALPAINTS, BSE-509874

Sub: Voting Results for the 113th Annual General Meeting held on 28th September, 2015 pursuant to Clause 35A of the Listing Agreement

Dear Sir/Madam,

Pursuant to Clause 35A of the Listing Agreement, we are pleased to inform you that at the 113th Annual General Meeting of the Company held on Monday, 28th September, 2015 at 12 Noon at The Lakeland Country Club, Kona Expressway, P.O. Munshidanga, P.S.: Domjur, Howrah - 711403, all the items of business as contained in the Notice of Annual General Meeting dated 20th July, 2015, have been approved by the shareholders.

The detail of the voting results is enclosed in the prescribed format.

We also enclose the copy of the result declared by the Chairman of the meeting based on the Consolidated Report submitted by Mr. P.K. Sarawagi, Practicing Company Secretary, Scrutinizer appointed by the Company for remote e-voting as well as voting through ballot paper at the venue.

Please take the information on record.

Thanking you,

For Shalimar Paints Limited


Bernadette Dominic
Company Secretary



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Shalimar Paints Ltd.

Corp. Office: 4th Floor, Plot No. 64, Sector-44, Gurgaon-122001, Haryana (India) P: +91 124 461 6600 F: +91 124 461 6659
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PAINTS**

In terms of Clause 35A of the Listing Agreement, the result of remote e-voting/ physical polling at the annual general meeting conducted by the Company is detailed below in the prescribed form

Date of Annual General Meeting	:	28 th September, 2015
Total number of shareholders as on 22nd September, 2015 (Cut-off date for reckoning the voting rights of the shareholders)	:	9028
No. of shareholders present in the meeting either person or through proxy		
Promoter and Promoter Group	:	10
Public	:	75
No. of shareholders attended the meeting through Video Conferencing		
Promoter and Promoter Group	:	Not arranged
Public	:	Not arranged

Details of Agenda:

Resolution No. 1:

Receive, Consider and Adopt the Audited Financial Statements for the year ended 31st March, 2015 and the Reports of the Board and Auditors thereon.

Resolution required	:	Ordinary Resolution
Mode of Voting	:	Remote e-voting/ ballot paper at the AGM Venue
Result	:	Passed with overwhelming majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	11803150	11803150	100.000	11803150	Nil	100.00	0.000
Public- Institutional holders	967217	525830	54.365	525830	Nil	100.00	0.000
Public-Others	6172483	159015	2.576	159015	Nil	100.00	0.000
Total	18942850	12487995	65.925	12487995	Nil	100	0.000



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PAINTS**

Resolution No. 2:

Appoint a Director in place of Mr. Girish Jhunjnuwala (DIN 01093551), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required	:	Ordinary Resolution
Mode of Voting	:	Remote e-voting/ ballot paper at the AGM Venue
Result	:	Passed with overwhelming majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in Favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	11803150	11803150	100.000	11803150	Nil	100.000	0.000
Public- Institutional holders	967217	525830	54.365	Nil	525830	0.000	100.000
Public-Others	6172483	159015	2.576	158865	150	99.906	0.094
Total	18942850	12487995	65.925	11962015	525980	95.788	4.212

Resolution No. 3:

Appointment of Auditors and fixing their remuneration.

Resolution required	:	Ordinary Resolution
Mode of Voting	:	Remote e-voting/ ballot paper at the AGM Venue
Result	:	Passed with overwhelming majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in Favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	11803150	11803150	100.000	11803150	Nil	100.000	0.000





**SHALIMAR
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Public-Institutional holders	967217	525830	54.365	525830	Nil	100.000	0.000
Public-Others	6172483	159015	2.576	158865	150	99.906	0.094
Total	18942850	12487995	65.925	12487845	150	99.999	0.001

Resolution No. 4:

Appointment of Mr. Surender Kumar (DIN: 00510137), as a Director of the Company.

Resolution required	:	Ordinary Resolution
Mode of Voting	:	Remote e-voting/ ballot paper at the AGM Venue
Result	:	Passed with overwhelming majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in Favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	11803150	11803150	100.000	11803150	Nil	100.000	0.000
Public- Institutional holders	967217	525830	54.365	525830	Nil	100.000	0.000
Public-Others	6172483	159015	2.576	158865	150	99.906	0.094
Total	18942850	12487995	65.925	12487845	150	99.999	0.001

Resolution No. 5:

Appointment of Mr. Surender Kumar (DIN: 00510137), as a Whole-time Director and COO & CFO of the Company.

Resolution required	:	Special Resolution
Mode of Voting	:	Remote e-voting/ ballot paper at the AGM Venue
Result	:	Passed with overwhelming majority





**SHALIMAR
PAINTS**

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in Favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [[2]/(1)]* 100	(4)	(5)	(6)= [[4]/(2)] *100	(7)= [[5]/(2)] *100
Promoter and Promoter Group	11803150	11803150	100.000	11803150	Nil	100.000	0.000
Public- Institutional holders	967217	525830	54.365	525830	Nil	100.000	0.000
Public-Others	6172483	159015	2.576	158865	150	99.906	0.094
Total	18942850	12487995	65.925	12487845	150	99.999	0.001



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**Declaration of results of e-voting/physical polling in respect of 113th Annual General Meeting
of Shalimar Paints Limited held on 28th September, 2015**

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 113th Annual General Meeting (AGM) of the Company was held on 28th September, 2015 at The Lakeland Country Club, Kona Expressway, P.O. Munshidanga, P.S.: Domjur, Howrah – 711403 at 12 Noon to seek the approval of shareholders of the Company on the resolutions contained in the Notice of the AGM dated 20th July, 2015.

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company provided remote e-voting facility to the shareholders and also provided voting through ballot paper at venue of the AGM to those who had not availed of the e-voting facility.

Members cast their votes through remote e-voting till 27th September, 2015 (upto 5:00 p.m.) being the last date fixed for e-voting have been considered by the Scrutinizer. Further, to enable those shareholders who could not vote through remote e-voting, ballot paper were distributed at the AGM. The Board has appointed Mr. P.K. Sarawagi, Practicing Company Secretary, as the Scrutinizer to scrutinize the voting process for the 113th AGM of the Company in a fair and transparent manner.

Based on the Consolidated Scrutinizer's Report dated 28th September, 2015, I declare that all the 5 (five) resolutions, as set out in the Notice of the 113th AGM of the Company held on 28th September, 2015, have been passed with requisite majority, the details of which are specified herein below:



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Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1	Receive, Consider and Adopt the Audited Financial Statements for the year ended 31 st March, 2015 and the Reports of the Board and Auditors thereon.	100.000	0.000	Ordinary Resolution
2	Appoint a Director in place of Mr. Girish Jhunjhnuwala (DIN 01093551), who retires by rotation and being eligible, offers himself for re-appointment.	95.788	4.212	Ordinary Resolution
3	Appointment of Auditors and fixing their remuneration.	99.999	0.001	Ordinary Resolution
4	Appointment of Mr. Surender Kumar (DIN: 00510137), as a Director of the Company.	99.999	0.001	Ordinary Resolution
5	Appointment of Mr. Surender Kumar (DIN: 00510137), as a Whole-time Director and COO & CFO of the Company.	99.999	0.001	Special Resolution

The Scrutinizer's Report on the voting process conducted for the 113th AGM is annexed here with.

For Shalimar Paints Limited

Surender Kumar
Whole-time Director and
COO & CFO
Chairman of the 113th AGM



Dated: 29th September, 2015

Place: Kolkata



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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman

113th Annual General Meeting of
Shalimar Paints Limited

Dear Sir,

113th Annual General Meeting (AGM) of the Equity Shareholders of Shalimar Paints Limited held on 28th September, 2015 at 12:00 noon

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 e-voting process (remote e-voting) as well as for voting conducted through Ballot Paper (Poll) at the AGM venue, in a fair and transparent manner and ascertaining the result thereof, in respect of resolutions transacted at the 113th Annual General Meeting of the Equity Shareholders of Shalimar Paints Limited, held on 28th September, 2015 at 12:00 noon, at The Lake Land Country Club, Kona Expressway, P.O. Munshidanga, P.S. Domjur, Howrah – 711 403.

Compliances with the provisions of the Companies Act, 2013 and the rules framed thereunder relating to voting through electronic means (remote e-voting) and voting by using ballot paper by the members of the Company on the Item Nos. 1 to 5 contained in the Notice of the AGM of the Company, 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 ballot paper at the meeting, are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the resolutions transacted at the AGM, based on reports generated from e-voting system provided by CDSL for remote e-voting and ballot paper submitted by the members in the ballot box at the AGM venue.




I submit my report as under :

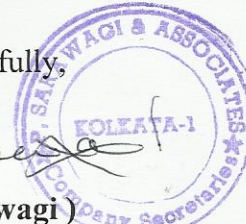
1. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide and facilitate remote e-voting process to the members of the Company to cast their votes through a secured electronic mode on the resolutions to be transacted at the said AGM.
2. The Company has also provided the facility of voting through Ballot Paper at the venue of the AGM to members attending the meeting but have not cast their vote through remote e-voting facility. One empty Ballot Box was locked and sealed by me in the presence of members and proxies at the AGM venue.
3. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014, the Company has clearly stated in the Notice of the AGM dated 20th July, 2015, that (a) the Company has provided the facility for voting by electronic voting system from a place other than the venue of the Meeting ("remote e-voting") and the business may be transacted through e-voting services provided by CDSL; (b) that the facility for voting through ballot paper shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting; and (c) that the members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
4. The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, was published in the "Financial Express" (in English language) and in "Ek Din" (in Bengali language), both on 5th September, 2015.
5. The locked ballot box was subsequently opened by me in the presence of two witnesses, namely, (1) Mr. S.K. Saha of MCS Share Transfer Agent Limited, the Company's Registrar and Share Transfer Agents and (2) Mr. Akash Lahoti of M/s. P. Sarawagi & Associates, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agents of the Company and the authorizations and proxies lodged with the Company.



6. The votes cast by the members through remote e-voting system provided by CDSL were unblocked in presence of two witnesses, namely, (1) Mr. S.K. Saha of MCS Share Transfer Agent Limited, the Company's Registrar and Share Transfer Agents and (2) Mr. Akash Lahoti of M/s. P. Sarawagi & Associates, on 28th September, 2015 at 2:15 p.m.; i.e., immediately after counting the votes cast through Ballot Paper at the AGM.
7. 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), and the votes cast by the members through Ballot Paper at AGM, the consolidated results of the remote e-voting and voting at AGM, on various items of the business transacted at the AGM held on 28th September, 2015 are given in the **Annexure** enclosed herewith, forming part of this Report.
8. All relevant documents, records and papers relating to remote e-voting as well as poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 113th Annual General Meeting and thereafter, I shall return these documents and other related papers to the Company.

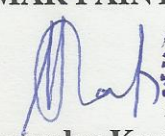
Yours faithfully,



(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) *
Chairman of 113th AGM
Wholetime Director, COO & CFO



Kolkata, 28th September, 2015

SHALIMAR PAINTS LIMITED

113th Annual General Meeting held on 28th September, 2015 at 12:00 noon

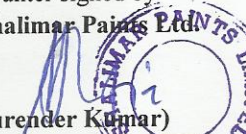
CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & BALLOT PAPER

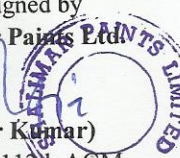
Item No. of Notice of AGM	Subject matter of the Resolution (in brief)	Votes	REMOTE E-VOTING		BALLOT PAPER		TOTAL		%age of total valid votes
			No. of members	No. of valid votes cast	No. of members	No. of valid votes cast	No. of members	No. of valid votes cast	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
1	Adoption of audited Financial Statements & Reports of Directors & Auditors thereon	In favour	31	1,24,87,239	5	756	36	1,24,87,995	100.000
		Against	-	-	-	-	-	-	-
2	Re-appointment of Mr. Girish Jhunjhuwala, retiring director	In favour	29	1,19,61,259	5	756	34	1,19,62,015	95.788
		Against	2	5,25,980	-	-	2	5,25,980	4.212
3	Re-appointment of Auditors. & fixation of their remuneration	In favour	30	1,24,87,089	5	756	35	1,24,87,845	99.999
		Against	1	150	-	-	1	150	0.001
4	Appointment of Mr. Surender Kumar as a Director of the Company.	In favour	30	1,24,87,089	5	756	35	1,24,87,845	99.999
		Against	1	150	-	-	1	150	0.001
5	Appointment of Mr. Surender Kumar as a Wholetime Director, COO & CFO	In favour	30	1,24,87,089	5	756	35	1,24,87,845	99.999
		Against	1	150	-	-	1	150	0.001

Note : This is the Annexure referred to in Consolidated Scrutinizer's Report dated 28th September, 2015 and forming part of that Report.


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



Counter signed by
For Shalimar Paints Ltd.

(Surender Kumar)
Chairman of 113th AGM
Wholetime Director, COO & CFO



Kolkata, 28th September, 2015