

SHALIMAR PAINTS LIMITED

CIN: L24222HR1902PLC065611

**Registered Office: Stainless Centre, 4th Floor, Plot No. 50, Sector 32, Gurugram,
Haryana - 122001**

T.: 0124-4616600; F.: 0124-4616659; E-mail Id: askus@shalimarpaints.com

Website: www.shalimarpaints.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, that the resolution appended below for conversion of Unsecured Loans into Equity through the Rights Issue, is proposed to be passed as a Special Resolution with the approval of the Members of the Company to be obtained through postal ballot/electronic voting (remote e-voting).

The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and the reasons thereto, is annexed hereto along with a Postal Ballot Form (the "Form"), for your consideration and voting.

The Company has engaged Central Depositories Services India Limited (CDSL) as the Agency to provide e-voting facility so as to enable the members to exercise their right to vote on proposed resolution by electronic means i.e., remote e-Voting Services.

Members desiring to opt for remote e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section '**Voting through Electronic means**'. Reference to Postal Ballot in this Notice includes votes cast through remote e-voting.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelop. The postage will be borne and paid by the Company. The duly completed Ballot Form should reach the Scrutinizer not later than 5:00 P.M. on 21st May, 2017. Please note that any Postal Ballot form(s) received after the said date will be treated as not received.

The Board of Directors of the Company (the "Board") has appointed Mr. Mohit Dahiya of M/s Mohit & Associates, Company Secretaries, Gurugram, as the Scrutinizer (the "Scrutinizer") for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to Mr. Surender Kumar, Managing Director and CEO of the Company after completion of the scrutiny of postal ballot forms and votes cast through remote e-voting. The result of the voting shall be declared on 26th May, 2017, which shall be deemed to be the date of meeting, and will be displayed on the website of the Company at www.shalimarpaints.com, notice board of the Company's Registered and Corporate Office at **Stainless Centre, 4th Floor, Plot No. 50, Sector 32, Gurugram, Haryana – 122001**. And shall also be communicated to the Stock Exchanges, the Depositories and the Registrar and Share Transfer Agents.

Proposed Resolution: Conversion of Unsecured Loans into the Equity through the Rights Issue

To consider and, if thought fit, to give your assent or dissent to the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 179(3)(d), 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder, and pursuant to the limit as approved by the Board, the consent of the Shareholders of the Company, be and is hereby accorded to borrow, from time to time, such amount which shall not exceed the limit, including the prevailing borrowings, as mentioned under Section 180(1)(c) of the Companies Act 2013 and the rules made thereunder, as Unsecured Loans, from the Promoters of the Company upto an amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores Only), in one or more tranches, and on such other terms and conditions as may be mutually agreed between the both parties.

RESOLVED FURTHER THAT subject to the consent of the competent authorities and in accordance with the other provisions of the Companies Act, 2013, the consent of the Shareholders of the Company be and is hereby accorded at the request of the promoters to provide an option to convert such loans into equity shares of the Company at a later date either in the proposed rights issue or preferential issue or any other mode on terms and conditions as may be approved.

RESOLVED FURTHER THAT Mr. Surender Kumar, Managing Director and CEO, Mr. Rajiv Rajvanshi, Director, Mr. Sandeep Gupta, Chief Financial Officer and Mr. Nitin Gupta, Company Secretary of the Company, be and are hereby jointly and/or severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

By Order of the Board of Directors
For Shalimar Paints Limited

Sd/-

Nitin Gupta
Company Secretary
M. No.: FCS 8485

Place : Gurugram
Dated: 7th April, 2017

Notes:

1. The statement pursuant to Section 102 of the Act, stating all material facts and the reasons for the proposal set above, is annexed herewith.
2. The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on 7th April, 2017 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
3. Corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization as stated in the instructions for e-voting.

4. The Board has appointed Mr. Mohit Dahiya of M/s Mohit & Associates, Company Secretaries, Gurugram, as the scrutinizer for conducting the postal ballot/ remote e-voting process in a fair and transparent manner.
5. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its Members. Please note that the remote e-voting is an alternate mode to cast votes and is optional.
6. As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of postal ballot may be served on the members through electronic means. This notice is being sent by e-mail to such members who have registered their e-mail IDs with depositories and through post to such members who have not registered their e-mail IDs. Members who receive postal ballot notice by e-mail but wish to vote through physical mode may download the Postal Ballot Form from www.evotingindia.com or from the "Investors" section on the Company's website www.shalimarpaints.com.
7. Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are provided hereunder. There will be one vote for every Client ID No/ registered Folio No irrespective of number of joint holders.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Form and return the Form duly completed and signed, in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours i.e. 5:00 P.M. on 21st May, 2017. Forms received after this date/time will be strictly considered as if no reply has been received from the Member.
9. **Voting through Electronic means**

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility as an alternate, to its members to cast their votes electronically on the resolution set forth in the Notice of Postal Ballot. The Company has engaged the services of Central Depository Services of India Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 7th April, 2017 (cut-off date), are entitled to vote on the resolution set forth in this Notice.

The remote e-voting period will commence on 22nd April, 2017 at 9:00 A.M. and will end on 21st May, 2017 at 5:00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.

- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details / (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for 'Shalimar Paints Limited' on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

10. The Scrutinizer shall within a period not exceeding three (3) days after the conclusion of the remote e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, forthwith.
11. The Scrutinizer will submit his report to Mr. Surender Kumar, Managing Director and CEO of the Company, after completion of the scrutiny of postal ballot forms and votes cast through remote e-voting. The result of the voting will be announced by Mr. Kumar on 26th May, 2017 at 2:00 P.M. at the Company’s Registered Office at **Stainless Centre, 4th Floor, Plot No. 50, Sector 32, Gurugram, Haryana – 122001** and will also be displayed on the website of the Company at www.shalimarpaints.com, notice board of the Company’s Registered Office at **Stainless Centre, 4th Floor, Plot No. 50, Sector 32, Gurugram, Haryana – 122001**. And shall also be communicated to the Stock Exchanges, the Depositories and the Registrar and Share Transfer Agents.
12. The resolution, if passed through requisite majority, shall be deemed to have been passed on 26th May 2017. Members cannot exercise votes by proxy.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

The Management of the Company is in pursuit to further improve business operations of the Company and with a view to take Company to the next level of growth, have decided to borrow money from existing promoters of the company in the form of unsecured loans and convert unsecured loans into Equity Shares through the Rights Issue.

The Members of the Company are hereby informed that Promoters of the Company have kindly agreed to infuse, such amount, as may be required from time to time, but shall not exceed Rs. 20,00,00,000/- (Rupees Twenty Crores Only), including existing borrowings, as per under Section 180(1) (c) of the Companies Act, 2013 and the rules made there under, in the form of Unsecured Loans.

For converting unsecured loans into Equity shares through the rights issue, members consent is required as per the provisions of the Companies Act, 2013. The Board recommends the Resolution for the approval of the members.

None of the Directors, Key Managerial Personnel and/or their relatives is interested and/or concerned in this resolution.

The copy of the Memorandum and Articles of Association of the Company will remain open for Inspection at the Registered Office of the Company from 10:00 A.M. to 5.00 P.M. on all working days till the conclusion of the voting period, i.e., till 5:00 PM on 21st May, 2017.

By Order of the Board of Directors
For **Shalimar Paints Limited**

Place : Gurugram
Dated: 7th April, 2017

Sd/-
Nitin Gupta
Company Secretary
M. No.: FCS 8485

SHALIMAR PAINTS LIMITED
CIN: L24222HR1902PLC065611

Registered Office: Stainless Centre, 4th Floor, Plot No. 50, Sector 32, Gurugram, Haryana - 122001

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Website: www.shalimarpaints.com

POSTAL BALLOT FORM

(to be returned to the Scrutinizer appointed by the Company)

1. Name & Registered address of the sole/first named Member :
2. Name(s) of the joint Holder(s) (if any) :
3. Registered Folio No. / DP ID No. & Client ID No. :
4. Number of shares held :

I / We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below :

Description	No. of equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Special Resolution for the Conversion of Unsecured Loans into the Equity through the Rights Issue			

Place :

Date :

Signature of the Member

Notes:

1. Kindly read the instructions printed overleaf before filling the Form.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer is 21st May, 2017 (5.00 P.M.)

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. The postage is borne and paid by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Member(s), will also be accepted.
2. Please clearly convey your assent / dissent in this Postal Ballot Form only. The assent or dissent received in any other form shall not be considered valid.
3. The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the Company/ RTA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member. There shall be one postal ballot for every folio/Client ID irrespective of the number of the joint holder(s). The right of voting by Postal Ballot shall not be exercised by proxy.
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
5. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer appointed by the Company at Mr. Mohit, Scrutinizer, C/o., Shalimar Paints Limited, Registered Office at **Stainless Centre, 4th Floor, Plot No. 50, Sector 32, Gurugram, Haryana - 122001**, so as to reach the Scrutinizer not later than the close of working hours on or before 21st May, 2017 (i.e. 5:00 P.M.). Postal Ballot Forms received after this date will be strictly treated as if the reply from such members has not been received.
6. A Member can apply for duplicate Postal Ballot Form through an email at askus@shalimarpaints.com, or may down-load the same from the Company's website at www.shalimarpaints.com, if so required. For any clarification(s), please contact Mr. Nitin Gupta, Company Secretary and Compliance Officer, Mobile No. +91-95994-89287, e-mail nitin.gupta@shalimarpaints.com.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing mediums like pencil.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of member(s) on the cut-off date i.e. 7th April, 2017.
9. Unsigned, incomplete, mutilated or incorrectly ticked Postal Ballot Forms shall be rejected. The scrutinizers decision on the validity of the postal ballot shall be final and binding.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
11. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
12. The Result along with the Scrutinizer's Report on the Postal Ballot shall be declared on 26th May, 2017 and shall be placed on the Company's website, notice board of the Company's Registered and Corporate Office at Stainless Centre, 4th Floor, Plot No. 50, Sector 32, Gurugram, Haryana - 122001. And shall also be communicated to the Stock Exchanges, the Depositories and the Registrar and Share Transfer Agents.