



SHALIMAR PAINTS LIMITED

Notice of the Extraordinary General Meeting

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held on Friday, the 26th October, 2012 at 11.00 A.M. at its Registered Office at Goabaria, P.O.: Danesh Shaikh Lane, Howrah – 711 109, to transact the following business :

1. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 16 and 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and the enabling provisions of the Articles of Association of the Company and subject to such approvals, permissions, sanctions, confirmations, if any, required from any authority under any law for the time being in force, the consent of the Company be and is hereby accorded to sub-divide each existing equity share of face value of Rs.10/- into 5 equity shares of face value of Rs.2/- each and consequently, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby altered by deleting the words and figures "The Authorised Share Capital of the Company is Rs.8 crores (Rupees eight crores only) divided into 80,00,000 equity shares of Rs.10/- each" and substituting in its place and stead the words and figures "The Authorised Share Capital of the Company is Rs.8,00,00,000 (Rupees Eight Crores) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs.2/- each".

RESOLVED FURTHER THAT consequent upon sub-division of equity shares of the Company, as aforesaid, the existing Issued, Subscribed and Paid-up Equity Share Capital of Rs.3,78,56,200/- divided into 37,85,620 Equity Shares of Rs.10/- each, as existing on the "Record Date" to be determined by the Board of Directors of the Company ("the Board", which term shall also deemed to include any Committee thereof), shall stand sub-divided into 1,89,28,100 Equity Shares of Rs.2/- each, fully paid-up, with effect from the "Record Date".

RESOLVED FURTHER THAT the existing share certificates in relation to equity share capital of the Company held in physical form be cancelled on the "Record Date" and fresh share certificates be issued in lieu thereof consequent upon the sub-division of the equity shares, as aforesaid, with new distinctive numbers, in accordance with the provisions of the Companies (Issue of Share Certificate) Rules, 1960 and in case of shareholders holding shares in dematerialised form, the sub-divided shares, in lieu of existing shares held by them, be credited to the respective beneficiary accounts of the shareholders with their respective Depository Participants.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as may be deemed necessary or expedient, for the purpose of giving effect to these resolutions, including fixation of the "Record Date" and to settle any question, issue, difficulty or doubt that may arise in this regard and the decision of the Board shall be final and binding."

2. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), the existing Article 4 of the Articles of Association of the Company be deleted and the following Article 4 be substituted in its place and stead :

4. The Authorised Share Capital of the Company is Rs.8,00,00,000 (Rupees Eight Crores) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs.2/- each."

Registered Office :

Goabaria,
P.O.: Danesh Shaikh Lane
Howrah - 711 109
Dated: 14th September, 2012

By order of the Board
For **SHALIMAR PAINTS LIMITED**

Debendra Banthiya
Company Secretary

Notes:

- 1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited with the Company not less than forty-eight hours before the commencement of the Meeting.**
 2. An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 is annexed hereto.
 3. Members are requested to bring the attendance slip to the Meeting. Corporate members are requested to send to the Company's Registered Office, a duly certified copy of Board Resolution authorizing their representative to attend and vote at the Meeting.
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EXPLANATORY STATEMENT
(Pursuant to Section 173(2) of the Companies Act, 1956)

Item Nos. 1 & 2

The equity shares of the Company are being actively traded on the National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE). The market price of the Company's shares witnessed substantial growth over last few years and the shares of the Company are being presently traded at Rs. 688/- per share. However, the total numbers of shares held by non-promoters are only 37.64% i.e., 14,24,992 equity shares of Rs.10/- each. Considering the small number of Company's shares available to the public vis-à-vis high market price per share, the Board of Directors of the Company considered it desirable that the Company's each existing equity share of face value of Rs.10/- be sub-divided into 5 equity shares of face value of Rs.2/- each, so as to improve the liquidity of the Company's shares in the Stock Markets and to facilitate easy accessibility to the Company's shares by investors. This will also result in increased participation of the small investors in the Company.

Pursuant to the provisions of Sections 31 and 94 of the Companies Act, 1956, consent of the shareholders of the Company would require to be obtained for alteration in Memorandum and Articles of Association of the Company, hence these Resolutions. Article 60 of the Articles of Association of the Company empowers the Company to, inter-alia, sub-divide its shares.

The Board of Directors of the Company recommends these Resolutions for your approval.

A copy of the Memorandum & Articles of Association of the Company, as referred to in the Resolutions, will be available for inspection by the Members at the Registered Office of the Company on all working days between 10.00 a.m. to 12.00 noon upto the date of the Meeting.

None of the Directors of the Company is interested or concerned in these resolutions.

Registered Office :

Goabaria,

P.O.: Danesh Shaikh Lane

Howrah - 711 109

Dated: 14th September, 2012

By order of the Board
For **SHALIMAR PAINTS LIMITED**

Debendra Banthiya
Company Secretary

**SHALIMAR PAINTS LIMITED****Registered Office:** Goaberia, P.O.: Danesh Shaikh Lane, Howrah – 711 109**ATTENDANCE SLIP**

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

DP. Id* -

Folio No. -

Client Id* -

No. of Shares -

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING** of the Company held on Friday, the 26th October, 2012 at 11.00 a.m at its Registered Office at Goaberia, P.O.: Danesh Shaikh Lane, Howrah – 711 109

*Applicable for investors holding shares in dematerialised form.

Signature of the Shareholder / Proxy**SHALIMAR PAINTS LIMITED****Registered Office:** Goaberia, P.O.: Danesh Shaikh Lane, Howrah – 711 109**PROXY FORM**

DP. Id* -

Folio No. -

Client Id* -

No. of Shares -

I/We.....of
.....being a member/members of Shalimar Paints Limited
hereby appoint.....of
..... or failing him
.....of.....
as my / our proxy to vote for me/us and on my / our behalf at the EXTRAORDINARY GENERAL MEETING of the
Company to be held on Friday, 26th October, 2012 at 11.00 a.m.

Signed this.....day of October, 2012

Revenue
Stamp

*Applicable for investors holding shares in dematerialised form.

NOTE: The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

If undelivered please return to:

SHALIMAR PAINTS LIMITED

**Regd. Office : Goabaria, P.O. Danesh Shaikh Lane,
Howrah – 711 109, West Bengal**