



**SHALIMAR
PAINTS**

7th October, 2015

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

Sub.: Proceedings of the 113th Annual General Meeting of Shalimar Paints Limited

Dear Sir(s),

In pursuance to Clause 31(d) of the Listing Agreement, given below are the proceedings of the 113th Annual General Meeting of Shalimar Paints Limited ("Company") held on Monday, 28th September, 2015 at 12.00 noon at The Lakeland Country Club, Kona Expressway, P.O. Munshidanga, P.S.: Domjur, Howrah – 711403.

- 1) The Register of Directors and Key Managerial Personnel and their shareholdings maintained pursuant to Section 170(1) of the Companies Act, 2013, and the Register of contracts or arrangements maintained pursuant to Section 189(1) and other Statutory Registers and documents were kept open for inspection of the Members and were accessible to persons having the right to attend the AGM, during the AGM.
- 2) Mr. Girish Jhunjhnuwala, Chairman of the Company did not attend the meeting, and therefore in his absence Mr. Surender Kumar, Whole-time Director and COO & CFO was elected as the Chairman and took the Chair.
- 3) Mr. Surender Kumar welcomed the members attending the AGM and, with the requisite quorum of members present, he called the meeting to order.
- 4) In compliance with the provisions of the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India. The Chairman informed the Members about the attendance of Authorized Representative of the Statutory Auditor of the Company and with deep regret and sorrow, he informed about the sad demise of Ms. Shipra Chattree, Secretarial Auditor of the Company and the gathering observed one minute silence to pray for the departed soul.



THE ART & SCIENCE OF PAINTS



Shalimar Paints Ltd.

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**SHALIMAR
PAINTS**

- 5) It was informed that the notice convening the AGM, Annual Report and other documents were sent to all the Members and others entitled thereto through permitted mode on 3rd September, 2015. With the permission of the Members, the Notice of the AGM was taken as read.
- 6) The Chairman started the meeting and apprised the attendees, inter alia, on the performance of the Company and the future outlook and prospects of the Company and acknowledged the valuable assistance and co-operation received from the shareholders and all other stakeholders of the Company.
- 7) The Chairman thereafter informed the members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Listing Agreement, the Company had extended the remote e-voting facility to the Members of the Company in respect of resolutions to be passed at the Meeting. The remote e-voting commenced at 09:00 a.m. on 25th September, 2015 and ended at 05:00 p.m. on 27th September, 2015.

The Chairman informed the Members that the facility for physical voting through ballot papers is made available at the meeting for the Members who have not cast their vote through remote e-voting.

He further informed that the Company has engaged the services of Central Depository Services Limited (CDSL) as the agency for providing remote e-voting facility and has appointed Mr. P.K. Sarawagi, of M/s P. Sarawagi & Associates, Company Secretaries, Kolkata as the Scrutinizer to scrutinize the physical polling at the AGM through Ballot Paper and remote e-voting process.

After that the Chairman took the following agenda items one by one by briefing the justifications:

Item No.	Brief description	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.	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.	Ordinary Resolution
3	Appointment of Auditors and fixing their remuneration.	Ordinary Resolution
4	Appointment of Mr. Surender Kumar (DIN: 00510137), as a Director of the Company.	Ordinary Resolution
5	Appointment of Mr. Surender Kumar (DIN: 00510137), as a Whole-time Director and COO & CFO of the Company.	Special Resolution

Thereafter, the Chairman advised the Scrutinizer to show the empty ballot box to the members present and lock the same and then he put all the resolutions for voting and requested the





**SHALIMAR
PAINTS**

shareholders to cast their votes in the ballot box kept at the Meeting. Accordingly, few shareholders exercised their right and cast ballot papers in the ballot box.

The Chairman further informed that the Scrutinizer will consider the votes cast through remote e-voting and physical polling at the AGM through Ballot Paper and will then prepare consolidated report of voting on the resolutions and submit to the Chairman and on receipt of the Scrutinizer's Report, the Company will send the result to the Stock Exchanges where the Shares of the Company are listed within 48 hours of the conclusion of its General Meeting, in accordance with the provisions of the Listing Agreement and shall place the same on its website as well as on the website of CDSL.

The meeting was thereafter concluded with a vote of thanks to the Chair.

For Shalimar Paints Limited



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

