



**SHALIMAR  
PAINTS**

Date: - 17<sup>th</sup> October, 2014

|                                                                                                                           |                                                                             |                                                                                      |
|---------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| <b>National Stock Exchange of India Ltd.,</b><br>Exchange Plaza,<br>Bandra Kurla Complex, Bandra (E),<br>Mumbai - 400 051 | <b>BSE Ltd.,</b><br>P.J. Towers, Dalal Street,<br>Fort,<br>Mumbai - 400 001 | <b>The Calcutta Stock<br/>Exchange Ltd.,</b><br>7, Lyons Range,<br>Kolkata – 700 001 |
|---------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------|

**Ref.: Scrip Code - NSE-SHALPAINTS, BSE-509874 and CSE-10029193**

**Sub.: Proceedings of the 112<sup>th</sup> Annual General Meeting of Shalimar Paints Ltd.**

Dear Sir(s),

In pursuance to clause 31(d) of the Listing Agreement, given below are the proceedings of the 112<sup>th</sup> Annual General Meeting of Shalimar Paints Ltd. ("Company") held on Friday, 26<sup>th</sup> September, 2014 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 Persons 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) 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. Sameer Nagpal, Managing Director & CEO was elected as the Chairman and took the Chair.
- 3) Mr. Sameer welcomed the persons attending the AGM and, with the requisite quorum of members present at 12.00 noon, he called the meeting to order.
- 4) Mr. Sameer Nagpal started the meeting by a speech wherein he apprised the attendees, inter alia, on the new management team; the material events occurred; and the future outlook and prospects of the Company and concluded by thanking the shareholders and all other stakeholders for their association with the Company.
- 5) Mr. Sameer Nagpal further informed the members that in pursuance to section 108 of the Companies Act, 2013 the resolutions of the AGM were put to vote electronically from 17<sup>th</sup>



ART & SCIENCE OF PAINTS

**SHALIMAR PAINTS LTD.**

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September, 2014 to 19<sup>th</sup> September, 2014 (3 days) at the CDSL platform and on the basis of scrutinizer's report, the following resolutions were passed electronically:-

| Item No. | Description                                                                                                                                       | No. of votes cast | In favour | Against | Abstain | Remarks                                 |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------|---------|---------|-----------------------------------------|
| 1        | Adoption of the Audited Financial Statements for the year ended 31 <sup>st</sup> March 2014 and the Reports of the Directors and Auditors thereon | 11743496          | 11743496  | 0       | 0       | Resolution passed unanimously           |
| 2        | Re-appointment Mr. Ratan Jindal (DIN 00054026), who retires by rotation                                                                           | 11712996          | 11712995  | 0       | 1       | Resolution passed by requisite majority |
| 3        | Appointment of Auditors and fixing their remuneration                                                                                             | 11743496          | 11743245  | 250     | 1       | Resolution passed by requisite majority |
| 4        | Appointment of Mr. A V Lodha as an Independent Director                                                                                           | 11743496          | 11743495  | 0       | 1       | Resolution passed by requisite majority |
| 5        | Appointment of Mr. Pujit Aggarwal as an Independent Director                                                                                      | 11743496          | 11743245  | 250     | 1       | Resolution passed by requisite majority |
| 6        | Appointment of Mr. Rajiv Rajvanshi as an Independent Director                                                                                     | 11743496          | 11743495  | 0       | 1       | Resolution passed by requisite majority |
| 7        | Appointment of Ms. Pushpa Chowdhary as an Independent Director                                                                                    | 11743496          | 11743495  | 0       | 1       | Resolution passed by requisite majority |
| 8        | Special Resolution to give powers to Board to create charge on Company's property                                                                 | 11743496          | 11743245  | 250     | 1       | Resolution passed by requisite majority |



| Item No. | Description                                                                                                                         | No. of votes cast | In favour | Against | Abstain | Remarks                                 |
|----------|-------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------|---------|---------|-----------------------------------------|
| 9        | Special Resolution to give powers to Board to borrow money                                                                          | 11743496          | 11743495  | 0       | 1       | Resolution passed by requisite majority |
| 10       | Special Resolution for keeping register of members at any place other than the Registered office of the Company                     | 11743496          | 11743495  | 0       | 1       | Resolution passed by requisite majority |
| 11       | Not to fill vacancy caused by the retirement of Dr. R Srinivasan, Director who retires by rotation and does not seek re-appointment | 11743496          | 11743495  | 0       | 1       | Resolution passed by requisite majority |
| 12       | Revision in the terms of the Payment of the Remuneration to the Managing Director of the Company                                    | 11743496          | 11743245  | 250     | 1       | Resolution passed by requisite majority |
| 13       | Approval of the Remuneration of the Cost Auditors                                                                                   | 11743496          | 11743495  | 0       | 1       | Resolution passed by requisite majority |

6) The AGM concluded with a vote of thanks to the Chair.

Hope you find the above proceeds in order.

Thanking You,

Yours faithfully,

For **Shalimar Paints Limited**

(Punit Kumar Chellaramani)  
Company Secretary

