



**SHALIMAR
PAINTS**

March 09, 2022

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai - 400 001
BSE Scrip Code: 509874

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No. C/1, G- Block
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051
NSE Symbol : SHALPAINTS

Sub: Notice of Extraordinary General Meeting and details of cut-off date for E-voting and E-voting Period

Dear Sir/Madam,

In continuation to our earlier letter dated March 08, 2022 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), we would like to inform you that an Extraordinary General Meeting ("EGM") of the Company is scheduled to be held on Thursday, March 31, 2022 at 03:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in terms of the General Circulars issued by the Ministry of Corporate Affairs vide Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated 08.04.2020, 13.04.2020, 15.06.2020, 28.09.2020, 31.12.2020, 23.06.2021 and 08.12.2021 respectively and Circulars issued by the Securities and Exchange Board of India.

In regard to the above, a copy of the Notice of EGM being sent to the shareholders through email is enclosed herewith for your reference.

Also, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI LODR Regulations, the Company is pleased to provide remote e-voting facility to its members to cast their votes electronically on the resolutions set forth in enclosed Notice.

Further, relating to the EGM of the Company, you are requested to take note of the following:

1. For the purpose of exercising remote e-voting, the cut-off date shall be Thursday, March 24, 2022.
2. The remote e-voting period shall commence on Monday, March 28, 2022 (from 09:00 a.m. IST) and end on Wednesday, March 30, 2022 (upto 05:00 p.m. IST).
3. Remote e-Voting facility will also be available during the EGM for the members attending the EGM.

This is for your kind information and record please.

Thanking you,

Sincerely yours,

For Shalimar Paints Limited

Shikha Rastogi
Company Secretary

Encl.: As above



**SHALIMAR
PAINTS**

Shalimar Paints Ltd.

Corporate Office: 1st Floor, Plot No. 28, Sector 32, Gurugram - 122001, Haryana
Regd. Office: Stainless Centre, 4th Floor, Plot No. 50, Sector 32, Gurugram - 122001, Haryana.
Call: +91 124 461 6600 Fax: +91 124 461 6659 Toll Free: 1800-103-6509

Email Id: askus@shalimarpaints.com Website: www.shalimarpaints.com CIN: L24222HR1902PLC065611

SHALIMAR PAINTS LIMITED

CIN: L24222HR1902PLC065611

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

Corporate Office: 1st Floor, Plot No. 28, Sector - 32, Gurugram, Haryana - 122001

Website: www.shalimarpaints.com; E-mail Id: askus@shalimarpaints.com

Phone: 0124-4616600; Fax: 0124-4616659

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting No. 02/2021-22 of the Members of **SHALIMAR PAINTS LIMITED** ("the Company") will be held on Thursday, March 31, 2022 at 03:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

SPECIAL BUSINESS:

1. ISSUE OF WARRANTS TO PROMOTER GROUP ENTITIES ON PREFERENTIAL ISSUE AND PRIVATE PLACEMENT BASIS

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to (i) the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("the **Act**"); (ii) the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**ICDR Regulations**"), including the provisions of Chapter V of the ICDR Regulations; (iii) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs ("**MCA**"), stock exchanges where the shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (collectively, "**Stock Exchanges**"), and/or any other statutory / regulatory authority; (iv) the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**") and the listing agreement executed by the Company with the Stock Exchanges; (v) provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder (vi) the Memorandum and Articles of Association of the Company; and (vii) subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential issue and private placement basis :

- (i) upto 30,65,134 (Thirty Lakh Sixty Five Thousand One Hundred and Thirty Four) warrants, each carrying a right to subscribe to 1 (one) fully paid up equity share of the Company having a face value of Rs 2/- (Rupees Two only) each ("**Equity Share**") at a price of Rs. 130.50 (Rupees One Hundred Thirty and Fifty Paise only) per warrant, aggregating to Rs. 39,99,99,987/- (Rupees Thirty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred and Eighty Seven only) to Virtuous Tradecorp Private Limited, a Promoter Group entity (as defined in SEBI (ICDR) Regulations) ("**Proposed Allottee / Investor**"); and
- (ii) upto 26,81,992 (Twenty Six Lakh Eighty One Thousand Nine Hundred and Ninety Two) warrants each carrying a right to subscribe to 1 (one) fully paid up equity share of the Company having a face value of Rs 2/- (Rupees Two only) each ("**Equity Share**") at a price of Rs. 130.50 (Rupees One Hundred Thirty and Fifty Paise only) per warrant, aggregating to Rs. 34,99,99,956/- (Rupees Thirty Four Crore Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Fifty Six only) to JSL Limited, a Promoter Group entity (as defined in SEBI (ICDR) Regulations) ("**Proposed Allottee / Investor**"),

on such other terms and conditions as set out herein and such other terms and conditions, as may be mutually agreed between the Company and the Investor(s), subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of the ICDR Regulations, the "Relevant Date" for the purpose of determination of floor price for the issue and allotment of warrants as mentioned above is Monday, February 28, 2022,

being the working day preceding the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting (since the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting is a holiday).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of warrants to the Investor and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) The warrants and the Equity Shares to be issued upon conversion of warrants (if applicable) shall be allotted in dematerialized form;
- (b) An amount equivalent to 25% of the consideration shall be payable at the time of subscription and allotment of each of the warrants, and the balance 75% of the consideration shall be payable at the time of allotment of Equity Shares pursuant to exercise of right attached to the warrants to subscribe to the Equity Shares. The amount paid against warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares;
- (c) The warrants shall be allotted within the timelines prescribed under Regulation 170 of the ICDR Regulations;
- (d) The right attached to warrants may be exercised by the Investor, in one or more tranches, during the period commencing from the date of allotment of warrants until the expiry of 18 (eighteen) months from the date of allotment of the warrants, by issuing a written notice to Company specifying the number of warrants proposed to be converted long with the aggregate amount payable thereon. The Board shall accordingly, without any further approval from the shareholders of the Company, issue and allot the corresponding number of Equity Shares in the dematerialized form;
- (e) In the event the right attached to the warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised warrants shall lapse and the amount paid by the Investor in relation to such warrants, at the time of subscription, shall stand forfeited;
- (f) The Equity Shares to be allotted on exercise of warrants (if applicable) shall be fully paid up and rank pari passu with the existing Equity Shares in all respects (including with respect to dividends and voting rights) and be subject to the requirements of all applicable laws and memorandum of association and articles of association of the Company;
- (g) The Equity Shares arising from the exercise of warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- (h) The price of the warrants and the number of Equity Shares to be allotted on conversion of the warrants shall be subject to appropriate adjustments as permitted under applicable laws;
- (i) The warrants by itself, until exercise and converted into Equity Shares, shall not give any rights / entitlements with respect to that of an equity shareholder; and
- (j) The warrants and the Equity Shares allotted pursuant to exercise of warrants shall be subject to lock-in for such period as specified under applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the Investor and issue a private placement offer cum application letter in the Form PAS-4 to the Investor inviting the Investor to subscribe to the warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolutions, the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited issue of a private placement letter of offer, allotment of warrants and Equity Shares, making of application(s) to Stock Exchange(s) for obtaining their approval, making disclosures to the Stock Exchange(s), allotment of warrants, allotment and listing of the Equity Shares, filing of requisite documents with the registrar of companies, filing of requisite documents with the depositories and engaging/ appointing any agency, consultants, advisors and/ or intermediaries, as may be required, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, finalizing the terms of agreement(s) and other related document(s), if any, to resolve and settle any questions, difficulties or doubts that may arise in regard to such offer, issue and allotment of warrants, the utilization of the issue proceeds, signing of all documents

as may be required and effecting any modifications, changes, variations, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory or other authorities or agencies and to do all acts, deeds, matters and things and/ or execute all documents, as may be required, in connection therewith and incidental thereto as they in their absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with the provisions of Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company ("**Committee**"), any director(s) and / or officer(s) and / or any person associated with the Company.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

2. ISSUE OF WARRANTS TO HELLA INFRA MARKET PRIVATE LIMITED ON PREFERENTIAL ISSUE AND PRIVATE PLACEMENT BASIS

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to (i) the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("**the Act**"); (ii) the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**ICDR Regulations**"), including the provisions of Chapter V of the ICDR Regulations; ; (iii) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs ("**MCA**"), stock exchanges where the shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (collectively, "**Stock Exchanges**"), and/or any other statutory / regulatory authority; (iv) the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**") and the listing agreement executed by the Company with the Stock Exchanges; (v) provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder (vi) the Memorandum and Articles of Association of the Company; and (vii) subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) , the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential issue and private placement basis upto 57,47,126 (Fifty Seven Lakh Forty Seven Thousand One Hundred and Twenty Six) warrant, each carrying a right to subscribe to 1 (one) fully paid up equity share of the Company having a face value of Rs 2/- (Rupees Two only) each ("**Equity Share**") at a price of Rs. 130.50 (Rupees One Hundred Thirty and Fifty Paise only) per warrant, aggregating to Rs. 74,99,99,943/- (Rupees Seventy Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred and Forty Three only) to Hella Infra Market Private Limited ("**Proposed Allottee / Investor**"), an existing shareholder of the Company which is disclosed as a public shareholder, which may be exercised in one or more tranches during the period commencing from the date of allotment of warrants to the Investor until expiry of 18 (eighteen) months from the date of allotment of the warrants to the Investor, on such other terms and conditions as set out herein and such other terms and conditions, as may be mutually agreed between the Company and the Investor, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of the ICDR Regulations, the "Relevant Date" for the purpose of determination of floor price for the issue and allotment of warrants as mentioned above is Monday, February 28, 2022, being the working day preceding the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting (since the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting is a holiday).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of warrants to the Investor and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions apart from

others as prescribed under applicable laws:

- (a) The warrants and the Equity Shares to be issued upon conversion of warrants (if applicable) shall be allotted in dematerialized form;
- (b) An amount equivalent to 25% of the consideration shall be payable at the time of subscription and allotment of each of the warrants, and the balance 75% of the consideration shall be payable at the time of allotment of Equity Shares pursuant to exercise of right attached to the warrants to subscribe to the Equity Shares. The amount paid against warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares;
- (c) The warrants shall be allotted within the timelines prescribed under Regulation 170 of the ICDR Regulations;
- (d) The right attached to warrants may be exercised by the Investor, in one or more tranches, during the period commencing from the date of allotment of warrants until the expiry of 18 (eighteen) months from the date of allotment of the warrants, by issuing a written notice to Company specifying the number of warrants proposed to be converted long with the aggregate amount payable thereon. The Board shall accordingly, without any further approval from the shareholders of the Company, issue and allot the corresponding number of Equity Shares in the dematerialized form;
- (e) In the event the right attached to the warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised warrants shall lapse and the amount paid by the Investor in relation to such warrants, at the time of subscription, shall stand forfeited;
- (f) The Equity Shares to be allotted on exercise of warrants (if applicable) shall be fully paid up and rank pari passu with the existing Equity Shares in all respects (including with respect to dividends and voting rights) and be subject to the requirements of all applicable laws and memorandum of association and articles of association of the Company;
- (g) The Equity Shares arising from the exercise of warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- (h) The price of the warrants and the number of Equity Shares to be allotted on conversion of the warrants shall be subject to appropriate adjustments as permitted under applicable laws;
- (i) The warrants by itself, until exercise and converted into Equity Shares, shall not give any rights / entitlements with respect to that of an equity shareholder; and
- (j) The warrants and the Equity Shares allotted pursuant to exercise of warrants shall be subject to lock-in for such period as specified under applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the Investor and issue a private placement offer cum application letter in the Form PAS-4 to the Investor inviting the Investor to subscribe to the warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolutions, the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited issue of a private placement letter of offer, allotment of warrants and Equity Shares, making of application(s) to Stock Exchange(s) for obtaining their approval, making disclosures to the Stock Exchange(s), allotment of warrants, allotment and listing of the Equity Shares, filing of requisite documents with the registrar of companies, filing of requisite documents with the depositories and engaging/ appointing any agency, consultants, advisors and/ or intermediaries, as may be required, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, finalizing the terms of agreement(s) and other related document(s), if any, to resolve and settle any questions, difficulties or doubts that may arise in regard to such offer, issue and allotment of warrants, the utilization of the issue proceeds, signing of all documents as may be required and effecting any modifications, changes, variations, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory or other authorities or agencies and to do all acts, deeds, matters and things and/ or execute all documents, as may be required, in connection therewith and incidental thereto as they in their absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by

the authority of this resolution.

RESOLVED FURTHER THAT the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with the provisions of Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company ("**Committee**"), any director(s) and / or officer(s) and / or any person associated with the Company.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

3. APPOINTMENT OF MR. SOUVIK PULAKESH SENGUPTA (DIN: 07248395) AS A DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Souvik Pulakesh Sengupta (DIN: 07248395), who was appointed by the Board of Directors upon recommendation by the Nomination and Remuneration Committee of the Company as an Additional Director (in the capacity of non-executive non-independent director) of the Company with effect from February 24, 2022 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing the candidature of Mr. Souvik Pulakesh Sengupta for the office of Director of the Company, be and is hereby appointed as a director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to file all such necessary e-forms with the Registrar of Companies and to intimate any other authority, if required and to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

4. APPOINTMENT OF MR. ABHYUDAY JINDAL (DIN: 07290474) AS A DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Abhyuday Jindal (DIN: 07290474), who was appointed by the Board of Directors upon recommendation by the Nomination and Remuneration Committee of the Company as an Additional Director (in the capacity of non-executive non-independent director) of the Company with effect from March 08, 2022 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing the candidature of Mr. Abhyuday Jindal for the office of Director of the Company, be and is hereby appointed as a director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to file all such necessary e-forms with the Registrar of Companies and to intimate any other authority, if required and to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

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

**Place: Gurugram
Date : March 08, 2022**

**Shikha Rastogi
Company Secretary**

Notes:

1. In view of the continuing Covid-19 pandemic requiring social distancing norm to be followed, and pursuant to General Circulars issued by the Ministry of Corporate Affairs (“MCA”) vide Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively (collectively referred to as “MCA Circulars”) and circulars issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), an Extraordinary General Meeting (“EGM” / “Meeting”) of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The detailed procedure for participating in the Meeting through VC/OAVM Facility is mentioned hereunder in this notice. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM. However, in pursuance of Section 112 and 113 of the Act, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC / OAVM on their behalf and participate thereat and cast their votes through remote e-voting.
3. Since the EGM will be held through VC / OAVM facility, the Proxy Form, Attendance Slip and Route Map are not annexed hereto.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning Special Businesses (being considered unavoidable by the Board of Directors) to be transacted at the EGM is annexed hereto and forms part of this Notice.
5. **Dispatch of Notice of EGM through Electronic Mode**
 - i) Pursuant to the aforesaid MCA Circulars and SEBI Circulars in view of the prevailing situation, the Notice of EGM, is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Therefore, Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the soft copy of Notice of the EGM and all other communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to Beetal Financial & Computer Services Private Limited, Company’s RTA at beetal@beetalfinancial.com or at Company’s email address: askus@shalimarpaints.com.
 - b) For the Members holding shares in demat form, please update your email address with your respective Depository Participant(s) (“DPs”).
 - ii) Members may also note that the Notice of EGM will also be available on the Company’s website viz. www.shalimarpaints.com and on the website of the Stock Exchanges where the equity shares of the Company are listed viz National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) at <https://www.nseindia.com> and <https://www.bseindia.com>, respectively.
 - iii) The Notice of EGM will be sent to those Members / Beneficial Owners electronically, whose name will appear in the Register of Members / List of Beneficiaries received from the depositories as on Friday, March 04, 2022.
 - iv) Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Thursday, March 24, 2022, may obtain electronic copy of Notice of EGM by sending a request to the Company or Company’s RTA i.e. Beetal Financial & Computer Services Private Limited (“RTA”).
6. Attendance of the Members of the Company, participating in the EGM through VC / OAVM Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the businesses to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM. Central Depository Services (India) Limited will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
8. The remote e-voting facility will be available during the following period:
 - a. Commencement of remote e-voting: From 09:00 a.m. (IST) on March 28, 2022 and end of remote e-voting: Up to 05:00 p.m. (IST) on March 30, 2022;
 - b. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

INSTRUCTIONS FOR E-VOTING:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility to enable the Member to cast their votes electronically on the resolutions mentioned in the Notice of the EGM of the Company to be held on Thursday, March 31, 2022. The Company has appointed Mr. Mohit Maheshwari, Partner (COP No. 19946) or failing him, Mr. Ankush Agarwal, Partner (COP No. 14486) of M/s. MAKS & CO., Practicing Company Secretaries (FRN: P2018UP067700), as the Scrutinizer to scrutinize the remote e-voting and e-voting during the EGM in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on March 04, 2022. The remote e-voting period will commence on March 28, 2022 at 09:00 a.m. (IST) and will end on March 30, 2022 at 05:00 p.m. (IST). During this period, shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 24, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by Central Depository Services (India) Limited (“CDSL”) for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on March 28, 2022 at 09:00 a.m. (IST) and ends on March 30, 2022 at 05:00 p.m. (IST). During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 24, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for

	<p>casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/BEETAL Financial & Computer Services Pvt Ltd., so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Votingpage. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtualmeeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (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. <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; askus@shalimarpaints.com, if they have voted from individualtab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

9. Equity Shares of the Company are under Compulsory Demat segment. Those members who have not yet got their Equity Shares dematerialised are requested to contact any of the Depository Participants (“DPs”) in their vicinity for getting their shares dematerialised.
10. Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit a self-attested copy of their PAN Card to the Company / RTA.
12. The voting rights of the members for remote e-voting and e-voting at the EGM shall be in proportion to the paid-up value of their shares in the total paid-up share capital of the Company carrying voting rights, as on the cut-off date, being March 24, 2022. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
13. The Notice of EGM along with the explanatory statement and other related documents are available at the website of the Company. The relevant documents w.r.t. the resolution shall be open and accessible for inspection by shareholder / investor at the corporate office of the Company on any working day except holidays upto the date of the EGM and during the EGM.
14. As per provisions of the Companies Act, 2013 read with relevant rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company’s RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.
15. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.
16. The Board of Directors has appointed Mr. Mohit Maheshwari, Partner (COP No. 19946) or failing him Mr. Ankush Agarwal, Partner (COP No. 14486) of M/s. MAKS & CO., Practicing Company Secretaries (FRN : P2018UP067700), as the Scrutinizer to scrutinize the remote e-voting and e-voting during the EGM in a fair and transparent manner.
17. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting and votes cast through remote e-voting and shall make, within 2 working days from the conclusion of the EGM, a

consolidated scrutinizer's report of the total votes cast in favour or against, if any, and shall submit the same to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

18. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.shalimarpaints.com and on the website of RTA immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges. Further, the results of the voting shall also be displayed on the notice board of the Company at its Registered Office.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard -2 issued by The Institute of Company Secretaries of India)

The following statement sets out all material facts relating to the Special Businesses mentioned in the Notice and shall be taken as forming part of the Notice.

ITEM NOS. 1 and 2

The Board of Directors of the Company ("**Board**") in its meeting held on March 08, 2022 considered a capital raising proposal for the Company and preferential issue and private placement basis. The Board had, subject to the approval of the members of the Company and such other approvals as may be required, approved to offer, issue and allot the following securities by way of preferential issue on a private placement basis:

- (a) upto 30,65,134 warrants to Virtuous Tradecorp Private Limited ("**Virtuous**"), an entity belonging to the promoter group of the Company, each carrying a right to subscribe 1 (one) fully paid up equity share of the Company, having a face value of Rs 2/- (Rupees Two only) ("**Equity Share**"), at a price of Rs. 130.50 (Rupees One Hundred Thirty and Fifty Paise only) per warrant, aggregating to Rs 39,99,99,987 (Rupees Thirty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Eighty Seven only).
- (b) upto 26,81,992 warrants to JSL Limited ("**JSL**"), an entity belonging to the promoter group of the Company, each carrying a right to subscribe 1 (one) Equity Share, at a price of Rs. 130.50 (Rupees One Hundred Thirty and Fifty Paise only) per warrant, aggregating to Rs 34,99,99,956 (Rupees Thirty Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Fifty Six only); and
- (c) upto 57,47,126 warrants to Hella Infra Market Private Limited ("**HIML**" / "**Investor**"), an existing shareholder of the Company which is disclosed as a public shareholder, each carrying a right to subscribe 1 (one) Equity Share, at a price of Rs. 130.50 (Rupees One Hundred Thirty and Fifty Paise only) per warrant, aggregating to Rs 74,99,99,943 (Rupees Seventy Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Forty Three only).

The preferential issue of warrants will be subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"). The preferential issue will be undertaken for cash consideration. An amount equivalent to 25% of the consideration shall be payable at the time of subscription and allotment of the warrants and the balance 75% shall be payable at the time of allotment of Equity Shares pursuant to exercise of the rights attached to the warrants to subscribe to the Equity Shares. The amount paid against warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

Approval of the Members by way of special resolution is being sought *inter alia* in terms of Sections 23(1)(b), 42 and 62(1)(c) the Companies Act, 2013 ("**Act**") as well as Regulation 160 of the ICDR Regulations for offer, issue and allotment of warrants as per details mentioned in the resolution at Item no.1 and 2 of this Notice.

In terms of the provisions of the Act and ICDR Regulations, other relevant disclosures/ details are given below:

a. Objects of the preferential issue:

The Company needs to raise additional funds to strengthen its balance sheet, have access to long term resources to meet its growth requirements and for general corporate purposes.

b. Type of security offered and the number of security offered:

Sl. No.	Name of proposed allottee	No. of warrants	Amount (in Rs.)
1	Virtuous	upto 30,65,134	upto 39,99,99,987
2	JSL	upto 26,81,992	upto 34,99,99,956
3	HIMPL	upto 57,47,126	upto 74,99,99,943
	Total	upto 1,14,94,252	upto 1,49,99,99,886

c. The intention of the promoters / directors / key management personnel of the Company to subscribe to the offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of the objects:

Virtuous and JSL, members of the promoter group of the Company (as defined in SEBI (ICDR) Regulations) will subscribe to the offer. Except as mentioned above, no other promoters, directors or key managerial personnel of the Company will subscribe to the proposed issue and they will not be making any contribution either as part of the offer or separately in furtherance of the objects.

d. Class or classes of persons to whom the allotment is proposed to be made:

Body Corporate

e. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:

The warrants are proposed to be allotted to the Investors. The natural persons, who are ultimate beneficial owners of the Investors, are as under:

Sl. No.	Investor	Natural person who are the ultimate beneficial owners / who controls the Investor/ (in terms of SEBI CIR/MIRSD/2/2013 dated January 24, 2013)
1	Virtuous Tradecorp Private Limited	<p>Body Corporate</p> <p>54.06% shareholding of Virtuous Tradecorp Private Limited is owned by Heritage Trust ("Trust")</p> <p>Vistra ITCL (India) Limited is the Corporate Trustee and Ms. Deepika Jindal is the settler of the Trust.</p> <p>Ms. Shikha Ankur Bagai, Mr. Rajendra Kashyap, Mr. Gopalakrishnan Balakrishna, Mr. Debabrata Sarkar and Mr. Jonathon Michael Clifton are the Directors of the Corporate Trustee.</p> <p>Heritage Trust is a discretionary trust with Mr. Abhyuday Jindal and Ms. Urvi Jindal as the beneficiaries.</p>
2	JSL Limited	<p>Body Corporate</p> <p>99.88% shareholding of JSL Limited is owned by Heritage Trust.</p> <p>Vistra ITCL (India) Limited is the Corporate Trustee of the Trust and Ms. Deepika Jindal is the settlor.</p> <p>Ms. Shikha Ankur Bagai, Mr. Rajendra Kashyap, Mr. Gopalakrishnan Balakrishna, Mr. Debabrata Sarkar and Mr. Jonathon Michael Clifton are the Directors of the Corporate Trustee.</p> <p>Heritage Trust is a discretionary trust with Mr. Abhyuday Jindal and Ms. Urvi Jindal as the beneficiaries.</p>
3	Hella Infra Market Private Limited	Mr. Aditya Gajendra Sharda and Mr. Souvik Pulakesh Sengupta

f. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

Name of the Allottee	Category of the Allottee	Pre issue shareholding of the proposed allottee ⁽¹⁾		No. of warrants to be allotted ⁽³⁾	Post conversion shareholding of the proposed allottee (assuming conversion of all warrants) ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	
		No. of shares	%		No. of shares	%
Virtuous Tradecorp Private Limited	Body Corporate - Promoter group company	1,33,54,462	18.4921	upto 30,65,134	1,64,19,596	18.9238
JSL Limited	Body Corporate - Promoter group company	23,21,983	3.2153	upto 26,81,992	50,03,975	5.7672
Hella Infra Market Private Limited	Body Corporate - Private Limited Company	1,79,16,667 ⁽²⁾	24.8095 ⁽²⁾	upto 57,47,126	2,67,19,349	30.7945

Notes:

1. Calculated on the basis of the current paid up equity share capital of the Company;
2. Hella Infra Market Private Limited also holds 30,55,556 optionally convertible debentures, which may only be converted at a later date at the sole discretion and option of Hella Infra Market Private Limited;
3. Warrants are being issued and allotted to the proposed allottees on a private placement and preferential allotment basis. Upon allotment of warrants, there will be no change in the shareholding of their shareholding, since the warrants may only be converted at a later date at the sole discretion and option of the proposed allottees;
4. Calculated on the basis of (a) the current paid-up capital of the Company, (b) assuming Hella Infra Market Private Limited decides to convert the optionally convertible debentures, at its sole discretion and option; and (c) assuming the proposed allottees decide to exercise their right to convert the warrants into Equity Shares;
5. This includes (a) the Equity Shares which may be allotted pursuant to conversion of optionally convertible debentures (assuming Hella Infra Market Private Limited decides to exercise its option to convert); and (b) Equity Shares to be allotted if the proposed allottees exercise their right to convert warrants into Equity Shares; and
6. If (a) Hella Infra Market Private Limited does not to exercise its option to convert the optionally convertible debentures and as a result of which optionally convertible debentures are redeemed; and/ or (b) the warrants are not converted into Equity Shares and as a result of which they are lapsed, the shareholding of the proposed allottees may vary.

Upon the issuance and allotment of the warrants, there is no likely change of control of the Company.

g. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Virtuous Tradecorp Private Limited and JSL Limited belong to the promoter and promoter group of the Company as on date of this Notice. Further, upon the issuance and allotment of the warrants, both of them will continue to be categorized as members of the promoter group of the Company.

Hella Infra Market Private Limited, an existing shareholder of the Company which is disclosed as a public shareholder as on date of this Notice. Further, upon the issuance and allotment of the warrants, Hella Infra Market Private Limited will continue to be categorized as a public shareholder of the Company.

h. The pre and post issue shareholding pattern of the Company:

Sr. No.	Category of Shareholder	Pre-issue shareholding (as on 24.02.2022)		Post conversion shareholding (assuming conversion of all warrants) ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	
		No. of shares held	% of share holding ⁽¹⁾	No. of shares held ⁽⁴⁾⁽⁵⁾	% of share holding ⁽³⁾
A	Promoters' shareholding				
1	Indian:				
	Individual	2,89,045	0.4002	2,89,045	0.3331
	Bodies corporate	2,04,20,839	28.2771	2,61,67,965	30.1590
	Others (HUF)	94,171	0.1304	94,171	0.1085
	Sub-total	2,08,04,055	28.8077	2,65,51,181	30.6006
2	Foreign promoters	80,26,773	11.1148	80,26,773	9.2510
	Sub-total (A)	2,88,30,828	39.9225	3,45,77,954	39.8516

B	Non-Promoters' holding				
1	Institutional Investors	20,33,038	2.8152	20,33,038	2.3431
2	Non-Institution:				
	Bodies Corporate	1,94,55,773	26.9408	2,82,58,455	32.5683
	Directors and relatives	65,09,952	9.0145	65,09,952	7.5028
	Indian Public	1,30,10,096	18.0153	1,30,10,096	14.9943
	Others (including NRIs)	23,77,239	3.2917	23,77,239	2.7398
	Sub-total (B)	4,33,86,098	57.2623	5,21,88,780	60.1484
	Grand Total (A)+(B)	7,22,16,926	100.0000	8,67,66,734	100.0000

Notes:

1. Calculated on the basis of the current paid-up equity share capital of the Company;
2. Warrants are being issued and allotted to the proposed allottees on a private placement and preferential allotment basis. Upon allotment of warrants, there will be no change in the shareholding of their shareholding, since the warrants may only be converted at a later date at the sole discretion and option of the proposed allottees;
3. Calculated on the basis of (a) the current paid-up capital of the Company, (b) assuming Hella Infra Market Private Limited decides to convert the optionally convertible debentures, at its sole discretion and option; and (c) assuming the proposed allottees decide to exercise their right to convert the warrants into Equity Shares;
4. This includes (a) the Equity Shares which may be allotted pursuant to conversion of optionally convertible debentures (assuming Hella Infra Market Private Limited decides to exercise its option to convert); and (b) Equity Shares to be allotted if the proposed allottees exercise their right to convert warrants into Equity Shares; and
5. If (a) Hella Infra Market Private Limited does not to exercise its option to convert the optionally convertible debentures and as a result of which optionally convertible debentures are redeemed; and/ or (b) the warrants are not converted into Equity Shares and as a result of which they are lapsed, the shareholding of the proposed allottees may vary.

i. The change in control, if any, in the company that would occur consequent to the preferential offer:

Upon the issuance and allotment of the warrants, there is no likely change of control of the Company.

j. Proposed time within which the allotment shall be completed:

The warrants shall be allotted within the timeline prescribed under Regulation 170 of SEBI ICDR Regulations.

k. Names of the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s):

Please refer to point (f) above.

l. Lock-in:

The warrants, the Equity Shares allotted pursuant to exercise of warrants and entire pre-preferential allotment shareholding of the Investor(s) will be subject to applicable lock-in and transfer restrictions for such period as specified under Chapter V of the ICDR Regulations.

m. Relevant date:

In terms of the provisions of the ICDR Regulations, the "Relevant Date" for the purpose of determination of floor price for the issue and allotment of warrants as mentioned above is Monday, February 28, 2022, being the working day preceding the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting (since the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting is a holiday).

n. Pricing of preferential issue:

The price of the warrants to be issued and allotted is fixed at Rs. 130.50 (Rupees One Hundred Thirty and Fifty Paise only) per warrant, in accordance with the price determined in terms of Regulation 164 read with Regulation 166A of the ICDR Regulations and taking into account the Valuation Report.

o. Basis on which the price has been arrived at:

The Equity Shares are listed on BSE Limited and the National Stock Exchange of India Limited and the Equity Shares are frequently traded in accordance with Regulation 164 of the ICDR Regulations. The price at which the proposed preferential issue of warrants is being undertaken is not less than the higher of the following in terms of Regulation 164(1) of the ICDR Regulations:

- i. The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date i.e., Rs. 114.75 (Rupees One Hundred Fourteen and Seventy Five Paise only) per Equity Share; or
- ii. The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date i.e., Rs. 130.22 (Rupees One Hundred Thirty and Twenty Two Paise only) per Equity Share.

For the purpose of computation of the price, the share prices on the National Stock Exchange of India Limited being the stock exchange with higher trading volumes for the said period, have been considered for arriving at floor price under this preferential issue in accordance with the ICDR Regulations.

The value of Equity Shares as on February 28, 2022, determined per the Valuation Report is Rs. 130.22 (Rupees One Hundred Thirty and Twenty Two Paise only) per Equity Share. Accordingly, price per warrant of Rs. 130.50 (Rupees One Hundred Thirty and Fifty Paise only) has been calculated and determined basis the above. It is clarified that the Articles of Association of the Company do not prescribe any method of determination of floor price. The price per warrant is not lower than the floor price determined in accordance with the ICDR Regulations.

Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price.

p. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2021-22, preferential allotment has been made by the Company as under:

Name and Category of the Allottee	Type of Security	No.	Price
Hella Infra Market Private Limited Body Corporate - Private Limited Company	Equity Shares	1,79,16,667	Rs. 120/- per equity share including premium of Rs. 118/- per equity share
Hella Infra Market Private Limited Body Corporate - Private Limited Company	Optionally Convertible Debentures ("OCD")	30,55,556	Rs. 180/- per OCD

q. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable.

r. Principal terms of assets charged as securities:

Not applicable.

s. Material term of raising equity shares:

No material terms other than stated above.

t. Practicing Company Secretary's Certificate:

A certificate from M/s. MAKS & Co. (Firm Regn. No. P2018UP067700), Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.shalimarpaints.com/investors-relations>.

u. Report of independent registered valuer:

The price of the warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated March 08, 2022, issued by Sundae Capital Advisors Private Limited, independent registered valuer (registration no. IBBI/RV-E/03/2021/136, having office at 3rd Floor, C - 11, Community Centre Janak Puri, New Delhi-110058),

in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.shalimarpaints.com/investors-relations>.

v. Undertakings:

- i. The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations;
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- iv. The Company is in compliance with the conditions for continuous listing; and
- v. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price.

In terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the shareholders by way of a special resolution is required to issue and allot the Warrants on preferential issue and private placement basis.

The Board of Directors of the Company believes that the proposed issue is in the interest of the Company and hence, recommends the resolutions set out at Item no. 1 and 2 of this Notice for the approval of the shareholders by way of special resolutions.

Mr. Abhyuday Jindal, Director of the Company and his relatives being part of the promoter/promoter group are concerned or interested in the resolution at item no. 1 only, to the extent of their shareholding interest in the Company, Virtuuous and JSL. Further, Mr. Souvik Pulakesh Sengupta, Director of the Company and his relatives are concerned or interested in the resolution at item no. 2 only. The other Directors / key managerial personnel(s) of the Company or their relatives are not concerned or interested, financially or otherwise, in the above referred resolutions, except to the extent of their shareholding interest, if any, in the Company.

ITEM NO. 3

In accordance with the terms of the Share Subscription Agreement dated January 18, 2022 executed by the Company with Hella Infra Market Private Limited, in connection with the issue and allotment of Equity Shares, the Investor has the right to appoint 1 (one) director on the board of directors of the Company as well as the committees of the Board and shareholders. Accordingly, the Company received the nomination of Mr. Souvik Pulakesh Sengupta for appointment as director from Hella Infra Market Private Limited.

The Board of Directors of the Company has appointed Mr. Souvik Pulakesh Sengupta (DIN: 07248395) on February 24, 2022 as an additional director (in the capacity of non-executive non-independent director) on the Board of Directors of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director of the Company. The Nomination and Remuneration Committee of the Board of Directors as well as the Board of Directors has recommended his appointment as a director of the Company, not liable to retire by rotation.

The Company has received from Mr. Souvik Pulakesh Sengupta (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and (ii) intimation in Form DIR- 8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of section 164 of the Act.

The details of Mr. Souvik Pulakesh Sengupta as required pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard - 2, as applicable, are provided in Annexure - I appended to this statement.

Save and except Mr. Souvik Pulakesh Sengupta to whom the resolution relates, and his relatives (to the extent of their shareholding in the Company, if any), none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of this Notice. This statement may also be regarded as an appropriate disclosure under Regulation 36 of the Listing Regulations and Secretarial Standard-2.

The Board considers that his continued association along with vast knowledge and experience would be of immense benefit to the Company and it will be desirable to continue to avail his services as a Director.

Accordingly, the Board of Directors recommends the resolution as set out at Item no. 3 of this notice for the approval of the members of the Company by way of an Ordinary Resolution.

ITEM NO. 4

The Board of Directors of the Company has appointed Mr. Abhyuday Jindal (DIN: 07290474) on March 08, 2022 as an additional director (in the capacity of non-executive non-independent director) on the Board of Directors of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director of the Company. The Nomination and Remuneration Committee of the Board of Directors as well as the Board of Directors has recommended his appointment as a director of the Company, not liable to retire by rotation.

The Company has received from Mr. Abhyuday Jindal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and (ii) intimation in Form DIR- 8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of section 164 of the Act.

The details of Mr. Abhyuday Jindal as required pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard - 2, as applicable, are provided in Annexure - I appended to this statement.

Save and except Mr. Abhyuday Jindal to whom the resolution relates, and his relatives (to the extent of their shareholding in the Company, if any), none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of this Notice. This statement may also be regarded as an appropriate disclosure under Regulation 36 of the Listing Regulations and Secretarial Standard-2.

The Board considers that his continued association along with vast knowledge and experience would be of immense benefit to the Company and it will be desirable to continue to avail his services as a Director.

Accordingly, the Board of Directors recommends the resolution as set out at Item no. 4 of this notice for the approval of the members of the Company by way of an Ordinary Resolution.

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

**Place: Gurugram
Date : March 08, 2022**

**Shikha Rastogi
Company Secretary**

Annexure - 1 to the Explanatory Statement of the Notice

ADDITIONAL INFORMATION

Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India for Item Nos. 3 and 4.

Details of Directors seeking appointment:

Name of Director	Mr. Souvik Pulakesh Sengupta	Mr. Abhyuday Jindal
DIN	07248395	07290474
Brief Resume	<p>Mr. Souvik Pulakesh Sengupta is a Chartered Accountant with over 7 years of experience in P&L Ownership and Management. An alumnus of IIM Bangalore, Mr. Souvik completed his graduation from Sydenham College in Mumbai. Mr. Souvik heads Finance and Investor Relations at Infra.Market successful strategies for the growth of the company.</p>	<p>A Boston University graduate in Economics and Business Management, Mr. Abhyuday Jindal has a wide ranging experience in the areas of project management, supply chain systems, and strategic & general management. Currently, he is the Managing Director of Jindal Stainless Limited and Jindal Stainless (Hisar) Limited. He is also the Co-Chair for FICCI's Steel Committee. Mr. Jindal started his career with the JSW Group. There, he played a prominent role in the stake acquisition of Ispat Industries and the post acquisition integration of JSW and Ispat. He then moved on to the Boston Consulting Group, where he managed project consultancy for diverse industries, including cement, steel, wind turbines, and auto components. Having gained a deep understanding of the industrial manufacturing arena, Mr. Jindal entered the USD 2.70 billion (as of March' 21) Jindal Stainless organization.</p> <p>Driven by the ambition to go beyond the ordinary, Mr. Jindal took multiple strides in improving supply chain and operational efficiencies. Today, he is shaping Jindal Stainless into a far more dynamic, responsive, predictive, and solution- based organization. As a leader in the stainless steel landscape of the country, Mr. Jindal has explored and unlocked new avenues for providing stainless solutions to stakeholders with the vision to improve lives. Helmed by him, the organization has built uncontested market leadership and made foray into new fields. Strongly rooted in the Indian soil, Mr. Abhyuday Jindal's community-centric transformational approach has led to the development and sustenance of several empowerment initiatives in and around its production facilities. His signature style has endeared him further among employees. He personifies open and participative management, a consistent culture of dialogue and feedback and a relentless march towards continuous improvement.</p>
Date of Birth (Age in years)	February 12, 1985 (37 Years)	April 4, 1989 (32 Years)
Qualification	Chartered Accountant	Boston University graduate in Economics and Business Management
Experience and expertise in specific functional area	Finance and Investor Relations	Business Management

Terms and conditions of appointment	As detailed in Item No. 3 of the Notice read with the Explanatory Statement thereto	As detailed in Item No. 4 of the Notice read with the Explanatory Statement thereto
Details of remuneration to be sought and remuneration last drawn	Nil	Nil
Date on which first appointed on the Board	February 24, 2022	March 08, 2022
Details of shareholding in the Company (As on 31 st December, 2021)	Nil	Nil
Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	Mr. Souvik Pulakesh Sengupta is not related to any Director or Key Managerial Personnel of the Company.	Mr. Abhyuday Jindal is not related to any Director or Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year 2021-22	1 (One)	1 (One)
Details of Directorships / Committee Chairmanship and Memberships in other public limited companies (As on 31 st December, 2021)	<u>Directorship</u> <ul style="list-style-type: none"> • Hella Infra Market Private Limited • Hella Infra Market Retail Private Limited • Hella Chemical Market Private Limited • Sociam Equipment Solutions Private Limited • RDC Concrete (India) Private Limited • Neptune Readymix Concrete Private Limited • Ultrafine Mineral & Admixtures Private Limited <u>Committee Membership</u> <ul style="list-style-type: none"> • Nil 	<u>Directorship</u> <ul style="list-style-type: none"> • Jindal Stainless (Hisar) Limited ("JSHL") • Jindal Stainless Limited ("JSL") <u>Committee Chairmanship in JSHL</u> <ul style="list-style-type: none"> • Risk Management Committee • Share Transfer Committee • Sub-Committee <u>Committee Chairmanship in JSL</u> <ul style="list-style-type: none"> • Risk Management Committee <u>Committee Membership in JSHL</u> <ul style="list-style-type: none"> • Stakeholders Relationship Committee <u>Committee Membership in JSL</u> <ul style="list-style-type: none"> • Stakeholders Relationship Committee