

## SHALIMAR AGENCIES LIMITED

**Regd Off:** 2<sup>nd</sup> FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012 (West Bengal)

**Admin Off:** Kamala Sadan, Plot No.4, Duraga Enclave, Ground Floor, Road No.12, Banjara Hills, Hyderabad – 500 034 (Telangana)

**CIN:** L51226WB1981PLC033743 **ISIN:** INE631E01016 **Website:** shalimaraencieslimited.com **E-mail:** shalimaragenciesltd@gmail.com

**Tel No:** 040 -2339 5139

**Cell:** +91 - 90300 57374

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### **NOTICE – 01/2016 EXTRA ORDINARY GENERAL MEETING**

**NOTICE is hereby given that the 1/2016 Extra Ordinary General Meeting of the Members of M/s. Shalimar Agencies Limited will be held on Saturday, 30<sup>th</sup> April, 2016 at 11.00 a.m. at the Registered Office of the Company at 2<sup>nd</sup> FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012 (West Bengal) to transact the following business:**

#### **SPECIAL BUSINESS:**

#### **1. RE-CLASSIFICATION OF PROMOTERS (SHAREHOLDING PATTERN) SUBSEQUENT TO CLOSURE OF OPEN OFFER:**

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

**RESOLVED THAT** pursuant to Regulation 31 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members of the Company be and is hereby accorded for Re-Classifying the existing Shareholding Pattern by inducting Mr. Arun Kumar Bhangadia, Mr. Arvind Kumar Bhangadia and Mr. Anil Kumar Bhangadia as a part of Promoter group of the Company, as per the Listing agreements entered with Metropolitan Stock Exchange of India Limited and Calcutta Stock Exchange Limited and definition of Promoter as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended for substantial acquisition of shares and control over the management of the company and further the existing promoters will not hold any Key Managerial Position in the Company.

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for purpose of giving effect to the aforesaid resolution.

#### **2. APPOINTMENT OF MR. VISHNU KANT BHANGADIA AS DIRECTOR OF THE COMPANY:**

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

**RESOLVED THAT** pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Vishnu Kant Bhangadia (DIN 02405217), who was appointed as **Additional Director** in the Board of the Company on **30/03/2016** pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (the Act) read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vishnu Kant Bhangadia (DIN 02405217) as a candidate for the office of a director of the company liable for retirement by rotation, to hold office for a term of **5 years upto 29/03/2021**.

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for purpose of giving effect to the aforesaid resolution.

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### 3. APPOINTMENT OF MR. VISHNU KANT BHANGADIA AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act (including statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to appoint Mr. Vishnu Kant Bhangadia (DIN 02405217) as Whole-time Director (Executive) of the Company for a period of **5 years upto 29/03/2021** at a remuneration as of Rs. 10,000/- per month and as per the terms and conditions as recommended by the Nomination And Remuneration Committee and as set out in the Explanatory Statement annexed to the notice.

**FURTHER RESOLVED THAT** the aggregate of remuneration paid/payable to Mr. Vishnu Kant Bhangadia (DIN 02405217) as above shall be subject to the overall ceilings laid down under Schedule V Act and the Board be and is hereby authorized to increase or decrease the overall remuneration or make any variation(s), alteration(s), addition(s), and deletion to the aforementioned remuneration, as it may deem fit and proper, during the currency of tenure of Mr. Vishnu Kant Bhangadia (DIN 02405217) as Whole-time Director of the Company, which shall be on the basis of liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for purpose of giving effect to the aforesaid resolution.

### 4. APPOINTMENT OF MS. SARAPU SOWJANYA AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

**RESOLVED THAT** pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Ms. Sarapu Sowjanya (DIN 07471908), who was appointed as **Additional Director** in the Board of the Company on **30/03/2016** pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (the Act) read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Sarapu Sowjanya (DIN 07471908), as a candidate for the office of a director of the company and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as **Independent Director** of the Company, not liable to retire by rotation, to hold office for a term of **5 years upto 29/03/2021**.

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for purpose of giving effect to the aforesaid resolution.

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### 5. APPOINTMENT OF MR. NATWARLAL RAMGOPAL MODANI AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

**RESOLVED THAT** pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Natwarlal Ramgopal Modani (DIN 07480150), who was appointed as **Additional Director** in the Board of the Company on **30/03/2016** pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (the Act) read with Articles of Association of the Company , and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Natwarlal Ramgopal Modani (DIN 07480150), as a candidate for the office of a director of the company and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as **Independent Director** of the Company , not liable to retire by rotation, to hold office for a term of **5 years upto 29/03/2021**.

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for purpose of giving effect to the aforesaid resolution.

For and on behalf of the Board  
Shalimar Agencies Limited

Sd/-  
Vishnu Kant Bhangadia  
Whole-Time Director (DIN: 02405217)

Place: Kolkata  
Date: 30/03/2016

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### **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself/herself and such proxy need not be a member of the Company. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. The Proxy form shall be lodged with the Company at least 48 hours before the scheduled commencement of the meeting.
2. Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/Proxies are requested to bring Notice of EGM and the attendance slip filled in for attending the Meeting.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
6. Members holding shares in dematerialized form are requested to quote their DPID-CLIENT ID for recording the attendance at the meeting and are requested to update bank details in demat account and to notify any changes with respect to their addresses email id, ECS mandate.
7. In case you are holding Company's shares in physical form, please inform Registrar and Share Transfer Agent of the Company – M/s. Alankit Assignments. Ltd., 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110 055 by enclosing a photocopy of blank cancelled cheque of your bank account.
8. **Notice of the 1/2016 Extra Ordinary General Meeting is being sent to all the Members, whose names appear in the Register of Members / Register of Beneficial Owners as on Friday, 01<sup>st</sup> April, 2016 (cut-off date).**
9. For Communication, the shareholders may sent request to the Company E-mail Id: [shalimaragenciesltd@gmail.com](mailto:shalimaragenciesltd@gmail.com).
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / STA.

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### VOTING THROUGH ELECTRONIC MEANS (E-VOTING)

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice of EGM. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

**The Members whose names appear in the Register of Members / List of Beneficial Owners as on Monday, 25<sup>th</sup> April, 2016 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.**

**The e-voting period will commence on Wednesday, 27<sup>th</sup> April, 2016 (09:00 hrs) and will end on Friday, 29<sup>th</sup> April, 2016 (17:00 hrs).** During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The Company has appointed Mr. Vivek Surana (CP No. 12901), M/s. Vivek Surana & Associates, Practicing Company Secretaries, Hyderabad to act as **Scrutinizer** to conduct & scrutinize the electronic voting process and poll at the EGM in a fair and transparent manner.

### PROCEDURE FOR E-VOTING –

#### **A. In case of members receiving e-mail (for members whose e-mail address is registered with the RTA)**

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

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB OR	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

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\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Shyam with sequence number 1 then enter SH00000001 in the PAN Field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach Password Creation menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company, i.e., Shalimar Agencies Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ( "FAQs" ) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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### ***B. In case of members receiving the physical copy:***

Please follow all steps from S. No. (i) to S. No. (xviii) above to cast vote.

### ***C. General Instructions:***

- i. Members can opt for only one mode of voting, i.e., either by Physical Poll or E-Voting. In case Members cast their votes through both the modes, voting done by E-Voting shall prevail and votes cast through Physical Poll will be treated as invalid.
- ii. The facility for voting through Polling Paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by E-Voting shall be able to exercise their right at the meeting.
- iii. The member who cast their vote by E-Voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- iv. The Scrutinizer, after scrutinizing the votes cast at the meeting through Physical Poll and through E-Voting shall on or before Tuesday, 3<sup>rd</sup> May, 2016, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be displayed on the Website of the Company and communicated to the Stock Exchanges, where the Equity shares of the Company are listed.
- v. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within three days of the EGM.

For and on behalf of the Board  
Shalimar Agencies Limited

Sd/-  
Vishnu Kant Bhangadia  
Whole-Time Director (DIN: 02405217)

Place: Kolkata  
Date: 30/03/2016

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### EXPLANATORY STATEMENT

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

#### Item No.1:

Mr. Arun Kumar Bhangadia has acquired the entire Shareholding of the Promoters (1,40,300 Equity Shares - 4.68% of paid up capital) has subsequently triggered Open offer under Regulation 3(1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.

The Tendering Period of Open Offer - Thursday, 17<sup>th</sup> February, 2016 to Thursday, 3<sup>rd</sup> March, 2016 and thus Post Open Offer, Mr. Arun Kumar Bhangadia has acquired 18.49% (Shares tendered by Public in Open Offer and Share Purchase agreement entered with Promoters).

The holding of New Promoters - Mr. Arun Kumar Bhangadia (Acquirer) along with Mr. Arvind Kumar Bhangadia (PAC1) and Mr. Anil Kumar Bhangadia (PAC2) is **12,04,600 Equity Shares & 40.14% of the paid up capital of the company.**

Mr. Arun Kumar Bhangadia, Mr. Arvind Kumar Bhangadia and Mr. Anil Kumar Bhangadia have also acquired control over the affairs and management of the company w.e.f. **30/03/2016** and thus is desirous to classify themselves as Promoters of the Company as per Regulation 31(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and within the meaning, definition of Promoter as defined in SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 as amended from time to time.

Post Acquisition, the existing promoters shareholding in the Company has become NIL and they are not holding any Key Managerial Position in the Company.

The Board of Directors recommends the passing of the above resolution as a Special Resolution for Re-classification of Promoters and Shareholding Pattern of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Resolution set out in Item No. 1 of the Notice.

#### Item No.2 & 3:

By Item No.2; Mr. Vishnu Kant Bhangadia (DIN 02405217) was appointed as Additional Director at the meeting of Board of Directors of the Company held on 30/03/2016 in terms of Section 161 (1) of the Companies Act, 2013, as Promoter-Executive director. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next AGM and be eligible for appointment to the office of a director at Next General Meeting in terms of Section 160 of the Companies Act, 2013.

Mr. Vishnu Kant Bhangadia (DIN 02405217) has experience in various fields of Industrial areas and will be responsible for the administration and compliance related aspects of the company and is related to the New Promoters of the Company.



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### Details of Mr. Vishnu Kant Bhangadia:

DIN	:	02405217
DOB	:	20/05/1983 (32 years)
Qualifications	:	Graduate (Bachelors in Commerce)
Relation with Company	:	Son of Mr. Anil Kumar Bhangadia and Nephew of Mr. Arun Kumar Bhangadia and Mr. Arvind Kumar Bhangadia (New Promoters)
No. of Equity Shares held (if any)	:	NIL
Other Directorships	:	Trimurthi Foods Limited - Director

By Item No.3; Mr. Vishnu Kant Bhangadia (DIN 02405217) was appointed as Whole-time Director of the Company for a period of 5 years w.e.f. 30/03/2016 at a remuneration of Rs. 10,000/- per month; subject to approval of members of the Company in General Meeting.

Terms and Conditions relating to the appointment of WTD are as follows:

**Period:** 5 years from 30/03/2016 to 29/03/2021

**Nature of Duties:** The WTD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time.

**Remuneration:** Salary - Rs. 10,000/- per month and Bonus and Leave encashments and other benefits, perquisites shall be determined by the Board from time to time.

**Liable to Retire by Rotation:** The appointment of WTD shall be subject to provisions of Companies Act, 2013 and rules made thereunder and his term shall be liable to retire by rotation.

Except Mr. Vishnu Kant Bhangadia (DIN 02405217), being an appointee, none of the Directors/Key Managerial Personnel of the Company/ their respective relatives, are, in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 2 & 3 of the Notice.

In Compliance with the provisions of Section 196, 197 and other applicable provisions of the Act read with Schedule V of the act, the approval of the members is sought for Item Nos. 2 & 3 of the Notice.

### Item No. 4:

Ms. Sarapu Sowjanya (DIN 07471908) was appointed as Additional Director at the meeting of Board of Directors of the Company held on 30/03/2016 in terms of Section 161 (1) of the Companies Act, 2013, as Non-Executive Independent director. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next AGM and be eligible for appointment to the office of a director at Next General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Section 149 and 152 of the Companies Act, 2013 read with rules made there under and Schedule IV of the Act, it is proposed that approval of the Shareholders be accorded for the appointment of Ms. Sarapu Sowjanya (DIN 07471908) as Independent Director for a term of 5 years upto 29/03/2021.

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### Details of Ms. Sarapu Sowjanya:

DIN	:	07471908
DOB	:	25/11/1986 (29 years)
Qualifications	:	Master of Business Administration (MBA)
Relation with Company	:	NIL
No. of Equity Shares held (if any)	:	NIL
Other Directorships	:	NIL
Experience	:	Banking and Finance

Ms. Sarapu Sowjanya (DIN 07471908) has confirmed compliance with the criteria of independence as provided under Section 149 (6) of the Act. The Board is of the opinion that their vast experience in the corporate laws would be benefit to the Company. Further, in the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under, and is independent of the Management.

Except Ms. Sarapu Sowjanya (DIN 07471908), being an appointee, none of the Directors/Key Managerial Personnel of the Company/ their respective relatives, are, in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval of the Members.

### Item No. 5:

Mr. Natwarlal Ramgopal Modani (DIN 07480150) was appointed as Additional Director at the meeting of Board of Directors of the Company held on 30/03/2016 in terms of Section 161 (1) of the Companies Act, 2013, as Non-Executive Independent director. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next AGM and be eligible for appointment to the office of a director at Next General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Section 149 and 152 of the Companies Act, 2013 read with rules made there under and Schedule IV of the Act, it is proposed that approval of the Shareholders be accorded for the appointment of Mr. Natwarlal Ramgopal Modani (DIN 07480150) as Independent Director for a term of 5 years upto 29/03/2021.

### Details of Mr. Natwarlal Ramgopal Modani:

DIN	:	07480150
DOB	:	10/02/1981 (35 years)
Qualifications	:	Intermediate
Relation with Company	:	NIL
No. of Equity Shares held (if any)	:	NIL
Other Directorships	:	NIL
Experience	:	Wealth Management and Textile Industry

## SHALIMAR AGENCIES LIMITED

**Regd Off:** 2<sup>nd</sup> FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012 (West Bengal)

**Admin Off:** Kamala Sadan, Plot No.4, Duraga Enclave, Ground Floor, Road No.12, Banjara Hills, Hyderabad – 500 034 (Telangana)

**CIN:** L51226WB1981PLC033743 **ISIN:** INE631E01016 **Website:** shalimaraencieslimited.com **E-mail:** shalimaragenciesltd@gmail.com

**Tel No:** 040 -2339 5139

**Cell:** +91 - 90300 57374

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Mr. Natwarlal Ramgopal Modani (DIN 07480150) has confirmed compliance with the criteria of independence as provided under Section 149 (6) of the Act. The Board is of the opinion that their vast experience in the corporate laws would be benefit to the Company. Further, in the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under, and is independent of the Management.

Except Mr. Natwarlal Ramgopal Modani (DIN 07480150), being an appointee, none of the Directors/Key Managerial Personnel of the Company/ their respective relatives, are, in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval of the Members.

For and on behalf of the Board  
Shalimar Agencies Limited

Sd/-

Vishnu Kant Bhangadia

Whole-Time Director (DIN: 02405217)

Place: Kolkata

Date: 30/03/2016

# SHALIMAR AGENCIES LIMITED

**Regd Off:** 2<sup>nd</sup> FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012 (West Bengal)

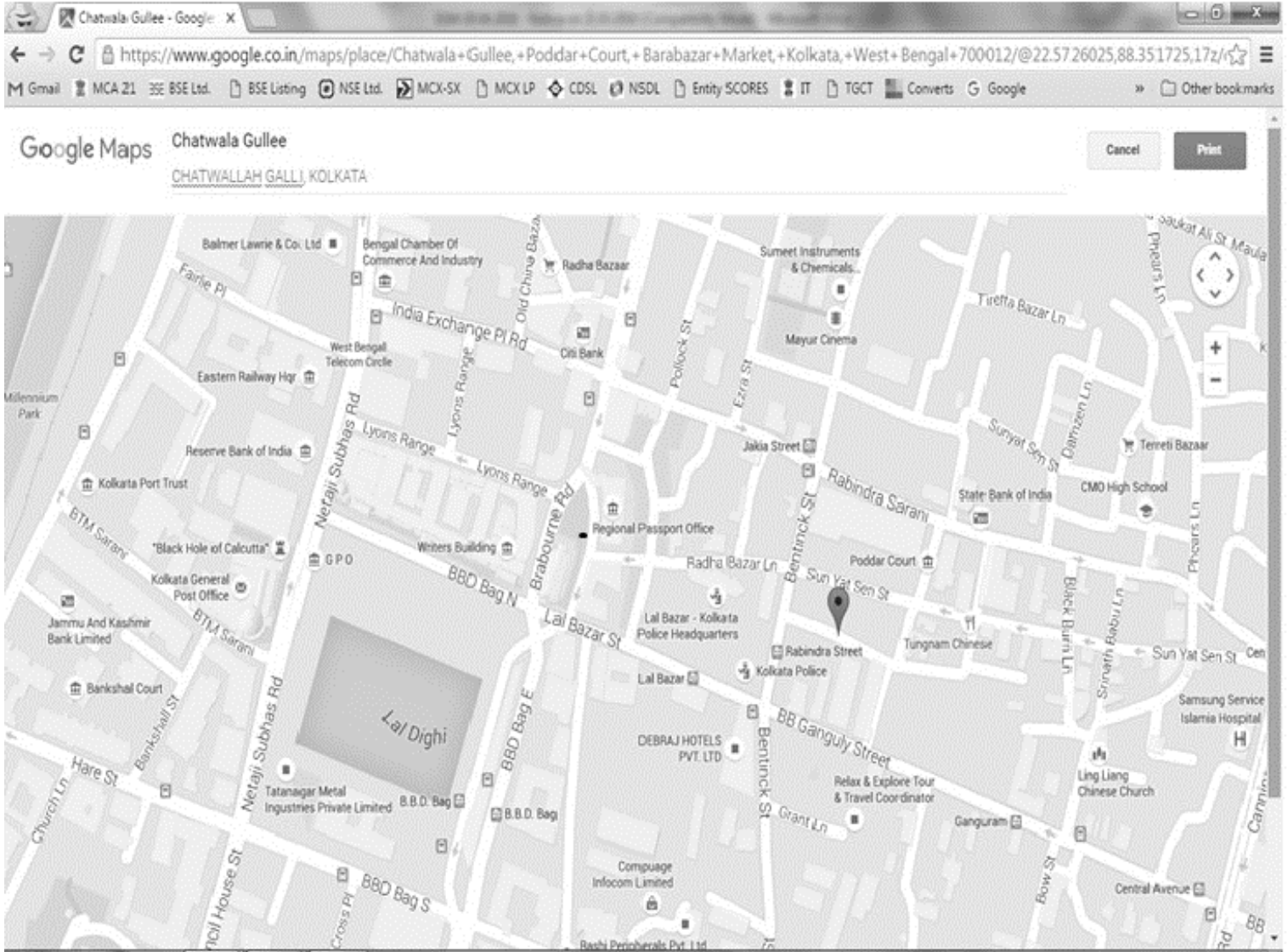
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## ROUTE MAP FOR VENUE



## SHALIMAR AGENCIES LIMITED

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### Form No. MGT-11

#### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L72200TG1998PLC030081  
Name of the company : Shalimar Agencies Limited  
Registered office : 2<sup>nd</sup> FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012 (West Bengal)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No./Client Id	
No. of Shares	

I/We, being the member (s) \_\_\_\_\_ Equity Shares @ Rs. 10/- each of the above named company, hereby appoint

1. Name \_\_\_\_\_ E-mail id \_\_\_\_\_  
Address \_\_\_\_\_ Signature \_\_\_\_\_  
or failing him

2. Name \_\_\_\_\_ E-mail id \_\_\_\_\_  
Address \_\_\_\_\_ Signature \_\_\_\_\_  
or failing him

3. Name \_\_\_\_\_ E-mail id \_\_\_\_\_  
Address \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/2016 Extra Ordinary General Meeting of the company, held on Saturday, 30<sup>th</sup> April, 2016 at 11.00 a.m. at the Registered Office of the Company at 2<sup>nd</sup> FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012 (West Bengal) and at any adjournment thereof in respect of such resolutions as are indicated in the ballot paper:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder

Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Proxy need not be member of the Company.

## SHALIMAR AGENCIES LIMITED

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### ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 1/2016 Extra Ordinary General Meeting of the Company to be held on Saturday, 30<sup>th</sup> April, 2016 at 11.00 a.m. at the Registered Office of the Company at 2<sup>nd</sup> FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012 (West Bengal)

Shareholders/Proxy 's Signature	
Shareholders/Proxy 's full name (In block letters)	
Folio No. / Client ID	
No. of shares held	
Class of Shares	Equity Shares

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

**Place:**

**Date:**

**Signature of the shareholder**

### CALENDER OF EVENTS – EGM (SATURDAY, 30<sup>TH</sup> APRIL, 2016)

SL. NO	PARTICULARS	DATE
1	DATE ON WHICH CONSENT GIVEN TO ACT AS SCRUTINIZER	Monday, 28/03/2016
2	APPOINTMENT OF SCRUTINIZER BY BOARD	Wednesday, 30/03/2016
3	CUT OFF DATE FOR LIST OF SHAREHOLDERS FOR DISPATCH	Friday, 01/04/2016
4	DATE OF COMPLETION OF DISPATCH OF NOTICE OF EGM	By Wednesday, 06/04/2016
5	DATE OF PAPER PUBLICATION OF DISPATCH OF NOTICE	Monday, 07/04/2016
6	CUT OFF DATE FOR LIST OF SHAREHOLDERS FOR E-VOTING	Monday, 25/04/2016
7	E-VOTING PERIOD	Wednesday, 27/04/2016 (09:00 hrs) TO Friday, 29/04/2016 (17:00 hrs)
8	1/2016 EGM	Saturday, 30/04/2016
9	DECLARATION OF RESULT/ SIGNING OF MINUTES BY THE CHAIRMAN	On or Before – Tuesday, 03/05/2016

## SHALIMAR AGENCIES LIMITED

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### FORM NO. MGT-12

#### Polling Paper

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

#### BALLOT PAPER

S No	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution for the 1/2016 Extra Ordinary General Meeting of the Company to be held on Saturday, 30<sup>th</sup> April, 2016 at 11.00 a.m. at the Registered Office of the Company at 2<sup>nd</sup> FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012 (West Bengal) in the following manner:

S NO	ITEM NO.	NO. OF SHARES	ASSENT (FOR)	DECENT (AGAINST)
1	RE-CLASSIFICATION OF PROMOTERS (SHAREHOLDING PATTERN) SUBSEQUENT TO CLOSURE OF OPEN OFFER			
2	APPOINTMENT OF MR. VISHNU KANT BHANGADIA AS DIRECTOR OF THE COMPANY			
3	APPOINTMENT OF MR. VISHNU KANT BHANGADIA AS WHOLE-TIME DIRECTOR OF THE COMPANY			
4	APPOINTMENT OF MS. SARAPU SOWJANYA AS DIRECTOR OF THE COMPANY			
5	APPOINTMENT OF MR. NATWARLAL RAMGOPAL MODANI AS DIRECTOR OF THE COMPANY			

**Place:**

**Date:**

**Signature of the shareholder**

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**SHALIMAR AGENCIES LIMITED**

**Regd Off:** 2<sup>nd</sup> FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012 (West Bengal)

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