

SHALIMAR AGENCIES LIMITED

Regd Off: 2nd 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

NOTICE - POSTAL BALLOT

Notice is hereby given to the Shareholders of M/s. Shalimar Agencies Limited pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 to seek approval of members in respect of the resolution contained in the following **Special Business** given hereinafter.

The Explanatory Statement pursuant of Section 102 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2013 setting out all material facts pertaining to the proposal and reasons thereof, along with the Postal Ballot Form are annexed herewith.

1. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF WEST BENGAL TO THE STATE OF TELANGANA:

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

RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to confirmation of Regional Director (Eastern Region – Kolkata, West Bengal) consent of the members be and is hereby accorded to shift the Registered Office of the Company from the State of West Bengal (2nd FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012) to the State of Telangana (Kamala Sadan, Plot No. 4, Duraga Enclave, Ground Floor, Road No. 12, Banjara Hills, Hyderabad – 500 034).

FURTHER RESOLVED THAT CLAUSE II of the Memorandum of Association of the Company be altered by replacing the same as follows:

“II. The Registered office of the Company will be situated in the State of Telangana.”

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

SHALIMAR AGENCIES LIMITED

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EXPLANATORY STATEMENT

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

Item No.1:

The Company' s registered office is presently situated at 2nd FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012 (West Bengal). Presently, the Company is in the business of Investment & Financial activities and to invest in and acquire and hold and deal in shares, stocks, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere.

The Corporate and Administration office of the company is situated at Hyderabad, in the State of Telangana and with a view to have better coordination, convenience and control over the company operations and also to carry on the business economically and efficiently, the Board of Directors of the Company thought it fit and prudent to shift the Registered Office to the State of Telangana.

The Board of directors at their meeting held on 30/03/2016 has decided to shift the Registered Office of the Company from the State of West Bengal (2nd FR, Flat-211, 31/1, Chhatawallah Galli, Kolkata - 700 012) to the State of Telangana (Kamala Sadan, Plot No. 4, Duraga Enclave, Ground Floor, Road No. 12, Banjara Hills, Hyderabad – 500 034).

The proposed resolution requires the Company to amend the Clause II of the Memorandum of Association for Shifting the Registered Office from the State of West Bengal to the State of Telangana.

As per section 12 and 13 of the Companies Act, 2013, the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of the Special Resolution passed by the Company and subject to the Confirmation of the Regional Director (Eastern Region – Kolkata, West Bengal) therefore, the aforesaid special resolution is recommended for your approval.

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.

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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POSTAL BALLOT FORM

1. Name(s) of Shareholder(s)
(Including joint holders, if any) :
(in Block Letters)
2. Registered address of the sole/first
named shareholder :
3. Registered Folio No. / DP ID No. / Client ID No.* :
(* Applicable to investors holding
Shares in dematerialized form)
4. Number of shares held :
5. Class of Shares : Equity Shares

I / We hereby exercise my / our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

DESCRIPTION	NO. OF SHARES	ASSENT (FOR)	DESSENT (AGAINST)
1. Special Resolution under Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 for Shifting of Registered office from Kolkata in the State of West Bengal to Hyderabad in the State of Telangana.			

Place:

Date:

Signature of the Shareholder

Notes:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

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Notes/Instructions –

1. Members have the option either to vote through the E-voting or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from the Company.
2. Members can opt only one mode of voting i.e., either by Post or E-voting. If in case members cast their vote by both the means, then voting done through E-voting will prevail and voting done by post will be treated as invalid.
3. This form should be completed and signed by the shareholder only. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
4. The consent must be accorded by recording the assent in the Assent Column and dissent in the Dissent Column by placing a tick mark (√) in the appropriate columns.
5. Incomplete and unsigned Postal Ballot Forms will be rejected.
6. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority.
7. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
8. For Communication, the shareholders may sent request to the Company E-mail Id: shalimaragenciesltd@gmail.com
9. **Notice of the Postal Ballot along with Postal Ballot form is being sent to all the Members, whose names appear in the Register of Members / Register of Beneficial Owners as on Friday, 01st April, 2016 (cut-off date).**

The Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 01st April, 2016 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The Voting period (Physical & E-voting – 30 days) will commence on Thursday, 07th April, 2016 (09:00 hrs) and will end on Friday, 06th May, 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 Board of Directors have appointed Mr. Vivek Surana (CP No. 12901), M/s. Vivek Surana & Associates, Practicing Company Secretaries, Hyderabad to act as **Scrutinizer** for conducting the Postal Ballot process in a fair and transparent manner.

The Results shall be declared on or before Monday, 9th May, 2016 and will be displayed on the Website of the Company and communicated to the Stock Exchanges, where the equity shares of the Company are listed.

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VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against) at the Company's address, so as to reach the Scrutinizer, **not later than the close of working hours at 5.00 p.m. on Friday, 06th May, 2016**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.

2. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.

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 Postal Ballot. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

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.
- (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 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 (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 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
 - 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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(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 under help section or write an email to helpdesk.evoting@cdslindia.com.

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.

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

CALENDER OF EVENTS

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	CUT OFF DATE FOR LIST OF SHAREHOLDERS FOR E-VOTING	Friday, 01/04/2016
5	DATE OF COMPLETION OF DISPATCH OF NOTICE ALONG WITH POSTAL BALLOT	By Wednesday, 06/04/2016
6	DATE OF PAPER PUBLICATION OF DISPATCH OF NOTICE	Thursday, 07/04/2016
7	PHYSICAL & E-VOTING PERIOD	Thursday, 07/04/2016 (09:00 hrs) TO Friday, 06/05/2016 (17:00 hrs)
8	LAST DATE FOR RECEIVING POSTAL BALLOT BY SCRUTINIZER	Friday, 06/05/2016 (By 17.00 hrs)
9	SUBMISSION OF REPORT BY SCRUTINIZER	On or Before – Monday, 09/05/2016
10	DATE OF HANDLING OVER OF REPORT, POSTAL BALLOT PAPERS ETC TO CHAIRMAN	On or Before – Monday, 09/05/2016
11	DATE OF DECLARATION OF RESULTS/SIGNING OF MINUTES BY THE CHAIRMAN	On or Before – Monday, 09/05/2016

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