

SHALIMAR PAINTS LIMITED

CIN: L24222HR1902PLC065611

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

Phone: 0124-4616600; Fax: 0124-4616659; E-mail Id: askus@shalimarpaints.com

Website: www.shalimarpaints.com

Notice of the Annual General Meeting

NOTICE is hereby given that the 115th Annual General Meeting of the Members of **SHALIMAR PAINTS LIMITED** will be held on Thursday, the 28th day of September, 2017 at 11:00 A.M., at Galaxy Hotel Shopping & Spa, NH-8, Sector 15, Part-II, Gurgaon-122001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 and the Reports of the Board and Auditors thereon.
2. To re-appoint Mr. Surender Kumar (DIN: 00510137), who retires by rotation and being eligible, offers himself for re-appointment and to pass with or without modification the following resolution, as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to provision of section 152 read with section 160 of the Companies Act 2013, Mr. Surender Kumar (DIN: 00510137), who retires by rotation at an ensuing Annual General Meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
3. To appoint Auditors and to fix their remuneration and to pass with or without modification the following resolution, as an **Ordinary Resolution** :
“**RESOLVED THAT** pursuant to the provisions of Section 139(2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, Messrs A.K. Dubey & Co., Chartered Accountants (Firm Registration No. 329518E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 120th Annual General Meeting to be held in the year 2022, (subject to ratification of their appointment at every AGM, held after this AGM) and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to the Auditors.”

SPECIAL BUSINESS:

4. To Consider and if thought fit, to pass, with or without modification(s), the following resolutions, as on **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Alok Perti (DIN: 00475747), who was appointed as an Additional Director of the Company with effect from 24th May, 2017 by the Board of Directors and who holds office upto the date of ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act), who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of independent Director, be and is hereby appointed as independent Director of the Company, to hold office for a term of 3 (Three) consecutive years with effect from 24th May, 2017.”

By order of the Board
For SHALIMAR PAINTS LIMITED

Nitin Gupta
Company Secretary
Membership No.F8485

Dated : 10th August, 2017

Place : Gurugram

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The instrument of proxy/proxies in order to be effective must be deposited at the Registered Office of the Company at Stainless Centre, 4th Floor, Plot No. 50, Sector -32, Gurugram, Haryana - 122001, duly completed and signed, not less than 48 hours before the time fixed for the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority as applicable.

Notice (Contd.)

3. Information regarding particulars of the Director to be appointed and the Director seeking re-appointment requiring disclosure in terms of the Secretarial Standard 2, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto.
4. Members having any question on financial statements or on any agenda item proposed in the Notice of AGM are requested to send their queries at least 10 days prior to the date of AGM of the Company at its registered office address, so that the information can be made available at the meeting.
5. Members / Proxy holders are requested to produce their admission slips at the entrance of the meeting hall.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy verification of attendance at the Meeting.
7. The register of members and share transfer books of the Company will remain closed from Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (both days inclusive), in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the equity shares of the Company are listed, for the purpose of AGM.
8. In compliance with the provisions of Section 124 of the Companies Act, 2013, the dividend for the financial year ended 31st March, 2010, which remains unpaid or unclaimed, is due for transfer to the Investors Education and Protection Fund of the Central Government on 4th September, 2017. It may be noted that once the unclaimed dividend amount is transferred to the Fund, the same cannot be claimed by the Members there from. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2010 onwards are requested to claim the same from the Company's Registrar and Share Transfer Agents, Messrs. MCS Share Transfer Agent Ltd. The folio-wise details of amount of unpaid dividend for the financial year ended 31st March, 2010 onwards are available on the Company's website www.shalimarpaints.com as well as on the website of Ministry of Corporate Affairs www.iepf.gov.in.
During the year ended 31st March, 2017, the Company has deposited a sum of ₹1,72,125/- (Rupees One Lac Seventy Two Thousand One Hundred Twenty Five Only) to the Investor Education and Protection Fund of the Central Government, on account of unclaimed/unpaid dividend for the financial year 2008-09.
9. As a measure towards Green Initiative, it is proposed that documents like Notices of Meetings, Annual Reports, Board Report and Auditors' Report and other shareholder communications will be sent electronically to the email address provided by the shareholders and / or made available to the Company by the Depositories viz., NSDL / CDSL. Shareholders holding the shares in dematerialized form are requested to keep their Depository Participant (DP) informed and updated of any change in their email address. For shares held in physical form, shareholders can register their email address by sending a duly signed letter mentioning their name(s), folio no(s). and email address to the Company's Registrar & Transfer Agent, Messrs MCS Share Transfer Agent Ltd.
10. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to MCS Share Transfer Agent Ltd. (Company's RTA). Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
11. 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 the PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Company's RTA.
12. Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their shares in the Company, shall vest after his/her/their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company or to the Company's Registrar and Share Transfer Agent.
13. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
14. The copy of Annual Report along with the notice of 115th Annual General Meeting inter alia, indicating the process and manner of e-voting, Attendance Slip and Proxy Form etc. are being sent to the members through e-mail who have registered their email ids with the Company / depository participant (DPs)/Company's Registrar and Transfer Agent (RTA).
Members are requested to update their preferred e-mail ids with the Company / DPs/RTA which will be used for the purpose of future communications.
Members whose e-mail id is not registered with the Company are being sent physical copies of the Annual Report along with the Notice of 115th Annual General Meeting inter alia, indicating the process and manner of e-voting, Attendance Slip and Proxy Form etc. at their registered address through permitted mode.
Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company/ Company's RTA.
Copy of annual report along with the notice of 115th Annual General Meeting inter alia, indicating the process and manner of e-voting, Attendance Slip and Proxy Form etc. will also be available on the Company's website www.shalimarpaints.com. Members may write to us at askus@shalimarpaints.com, if they have any queries or require communication in physical form in addition to electronic communication.

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15. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the venue of the meeting.
16. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Friday, 18th August, 2017.
17. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means and the business may be transacted through remote e-voting services. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e- voting").
18. Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not casted their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
19. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
20. The Company has engaged the services of Central Depositories Services (India) Limited (CDSL) as the Agency to provide e-voting facility.
21. Mr. Arun Goel of M/s Arun Goel & Associates, Company Secretaries, (Membership No: A32816, C.P. No. 12508), as Scrutinizer to scrutinize the physical voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
22. The Voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on the cut-off date i.e. Thursday, 21st September, 2017.
23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Thursday, 21st September, 2017 shall only be entitled to avail the facility of remote e-voting / physical voting.

24. Voting through Electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on Monday, 25th September, 2017 (9:00 A.M. (IST)) and ends on Wednesday, 27th September, 2017 (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. Thursday, 21st September, 2017, 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 at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

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)
	<ul style="list-style-type: none"> • 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 8 digits of the sequence number 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 Bank Details demat account or in the company records in order to login. 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 as mentioned in instruction (v).

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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) 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.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for 'Shalimar Paints Limited' on which you choose to vote.
 - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xviii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) 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 Corporates.
 - 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, 21st September, 2017, may follow the same instructions as mentioned above for e-Voting.
 - (xxi) 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
25. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and within a period not exceeding three (3) days of the conclusion of the meeting, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company.
26. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.shalimarpaints.com and on the website of CDSL. The results shall simultaneously be communicated to the National Stock Exchange of India Ltd and BSE Limited. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
27. All documents referred to in the Notice and the Explanatory Statements are available for inspection at the Registered Office of the Company during normal business hours on all working days till the date of the Annual General Meeting.

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

Item No. 4

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, had appointed Mr. Alok Perti as an Additional Director of the Company with effect from 24th May, 2017. In terms of the provisions of Section 161(1) of the Act, Mr. Alok Perti would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Alok Perti for the office of Director of the Company.

Mr. Alok Perti is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Alok Perti possesses appropriate skills, experience and knowledge. Brief resume of Mr. Alok Perti, nature of his expertise in specific functional areas and names of other public limited companies in India in which he holds directorships and details of memberships / chairmanships of Board Committees of the public limited companies in India and other details is enclosed with the notice. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Alok Perti is appointed as Director. Save and except Mr. Alok Perti and his relatives, to the extent of their shareholding, in the Company, 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. 4 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

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

**Dated : 10th August, 2017
Place : Gurugram**

**Nitin Gupta
Company Secretary
Membership No.F8485**

Notice (Contd.)



Information of Directors to be appointed and the Directors seeking reappointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) as on the date of Notice.

Name of the Director	Mr. Surender Kumar	Mr. Alok Perti
Director Identification Number (DIN)	00510137	00475747
Date of Birth (Age in years)	14 th April, 1965 (52 years)	15 th May, 1952 (65 years)
Original date of Appointment	30 th May, 2015	24 th May, 2017
Qualification	Chartered Accountant from the Institute of Chartered Accountants of India	Master's degree in Physics & Master's course in Social Planning & Policy in Developing Countries from the London School of Economics and Political Science
Experience and expertise in specific functional area	Mr. Kumar has more than two decades of rich experience out of which he spent close to 15 years at Akzo Nobel, a global paints and speciality chemical major. He is a qualified Chartered Accountant and a keen sports enthusiast. He is a leader focused on talent management and customer strategies, R&D and innovation, reducing non-value add activities, thereby increasing the productivity of employees. He has keen understanding of Supply Chain Management. Mr. Kumar is an executive with domestic and international experience in operations, finance, P&L management, multichannel product distribution and marketing. A result oriented and decisive leader with proven success in new market identification and strategic positioning of B2C and B2B businesses. He has implemented a lot of efficiency improvement initiatives. Mr. Kumar heads the overall operations including sales & marketing of our company and is responsible for steering the growth of the organization as it continues to be positioned as a strong player in the Indian paints industry.	Mr. Perti has joined Indian Administrative Service in 1977 and has worked in various capacities with the Central Government and the Assam Government. He was on the board of several Defence PSUs as official director when he worked as Joint Secretary in Ministry of Defence. He was also Official director on the board of CIL and NLC when he was serving in the Ministry of Coal. He was also chairman of the Expert Appraisal Committee of the Ministry of Environment and Forest for Hydro-electric and river projects. Apart from this he is also the Director General of the Indian Association of Ammonium Nitrate Manufacturers. Presently he is on the board of IIFCL Projects Ltd, which is a PSU.
Shareholding in Shalimar Paints Limited	Nil	Nil
Remuneration last drawn	Approximately ₹ 1,11,00,000 per annum	--
No. of Board Meeting Attended during the financial year 2016-17	Attended all the four Board Meetings held during the period	Not Applicable, as he was appointed on 24 th May, 2017
Terms and conditions of reappointment and remuneration	Re-appointment as a Director liable to retire by rotation	As detailed in the Item No. 4 of the Notice read with Explanatory Statement thereto
Relationship with other Directors or KMPs	Not a relative of any Directors of the Company as defined under section 2(77) of the Companies Act, 2013 read with Rule 4 of Companies (Specification of definitions details) Rules, 2014	
Directorship held in other companies in India	Shalimar Adhunik Nirman Limited, Eastern Speciality Paints and Coatings Private Limited	IIFCL Projects Limited
Membership / Chairmanship of Committees, held during the financial year 2016-17 in the public limited companies in India	Shalimar Paints Limited – Corporate Social Responsibility Committee (Chairman)	Nil

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

**Nitin Gupta
Company Secretary
Membership No.F8485**

**Dated : 10th August, 2017
Place : Gurugram**

Route map to the venue of the 115th AGM of Shalimar Paints Limited



Address:-

Galaxy Hotel Shopping & Spa

NH-8, Sector 15, Part-II,

Gurgaon-122001

Tel: 0124-4868088

Email ID: galaxybanquets@galaxyhotel.in

SHALIMAR PAINTS LIMITED

CIN: L24222HR1902PLC065611

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

Phone: 0124-4616600; Fax: 0124-4616659; E-mail Id: askus@shalimarpaints.com

Website: www.shalimarpaints.com

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) Rule, 2014

CIN: L24222HR1902PLC065611

Name of the Company: Shalimar Paints Limited

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

Name of the Member(s)	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No	

*Applicable for investors holding shares in Electronic form.

I/We being the member(s) of _____ shares of the above named Company hereby appoint

1. Name: _____ Email Id: _____

Address: _____

Signature: _____ Or failing him/her

2. Name: _____ Email Id: _____

Address: _____

Signature: _____ Or failing him/her

3. Name: _____ Email Id: _____

Address: _____

Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 115th Annual General Meeting of the Company to be held on 28th September, 2017 at 11:00 A.M. at Galaxy Hotel Shopping & Spa, NH-8, Sector 15, Part – II, Gurgaon - 122001 or/ and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	Adoption of the Audited Financial Statements for the year ended 31 st March, 2016 and the Reports of the Board and Auditors thereon
2.	Re-appointment of Mr. Surender Kumar (DIN: 00510137), who retires by rotation
3.	Appointment of Auditors and fixing their remuneration
Special Business	
3.	Appointment of Mr. Alok Perti (DIN: 00475747), as Director of the Company

Signed this _____ day of _____

Signature of Shareholder _____

Signature of proxy holder(s) _____

Affix Rupee One Revenue Stamp
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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.