

**SHALIMAR PRODUCTIONS LIMITED**

**CIN: L01111MH1985PLC228508**

Registered Office: A-9, Shree Siddhivinayak Plaza, Plot No. B-31, Off Link Road, Andheri (West), Mumbai- 400053.

Tel: 022-65501200, Website: [www.shalimarpro.com](http://www.shalimarpro.com), Email: [contact@shalimarpro.com](mailto:contact@shalimarpro.com)

**ADDENDUM TO THE ORIGINAL NOTICE OF AGM DATED 11<sup>TH</sup> AUGUST, 2017**

NOTICE is hereby given that Item No. 3 to be transacted in the original notice dated 11<sup>th</sup> August, 2017 shall be replaced by the following Ordinary Resolution in the 32<sup>nd</sup> Annual General Meeting of the Members of **M/s. SHALIMAR PRODUCTIONS LIMITED** to be held on Saturday, **30<sup>th</sup> September 2017** at 12.30 p.m. at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092, India to transact the following business:

**ORDINARY BUSINESS**

Item No.3

To appoint Auditor and fix their remuneration and in this regard, to pass the following Resolution as an Ordinary Resolution with or without modifications(s):

“**RESOLVED THAT** pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. S C Mehra & Associates (Firm Registration No. 106156W) be appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 32<sup>nd</sup> AGM, (i.e. this AGM) of the Company to the conclusion of the 37<sup>th</sup> AGM, to be held in 2022 (subject to ratification of appointment by the members at every AGM held after this AGM), on a remuneration as may be agreed upon by the Board of Directors and the Auditors.”

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By Order of the Board of Directors  
**For Shalimar Productions Limited**

(Pankaj Dave)  
**Managing Director**  
DIN: 00425977

Place: Mumbai  
Date: 7<sup>th</sup> September 2017

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO. 3

In the Board meeting held on 29<sup>th</sup> May, 2017, the board had proposed to appoint M/s. Sorabh R Agrawal & Co. (Firm Registration No. 144123W) Chartered Accountants to hold office from the conclusion of the 32<sup>nd</sup> AGM (on 30<sup>th</sup> September, 2017) until the conclusion of the 37<sup>th</sup> AGM in the year 2022. However, subsequent to the circulation of notice, we received a letter from M/s. Sorabh R Agrawal & Co. stating their ineligibility to be appointed as the Statutory Auditors of the Company, since they are not subject to peer review & they do not hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

In pursuance of the same, and based on the recommendation of the Audit Committee, the Board considered and approved the appointment of M/s. S C Mehra & Associates (FRN 106156W) as the Statutory Auditors, at a remuneration as may be agreed upon by the Board of Directors and the Auditors. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the provisions of Regulation 33 of the Listing Regulations. The proposal for their appointment has been included in the Notice convening the 32<sup>nd</sup> AGM for obtaining approval of the Members of the Company.

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**For Shalimar Productions Limited**

(Pankaj Dave)  
**Managing Director**  
DIN: 00425977

Place: Mumbai  
Date: 7<sup>th</sup> September 2017

*Note: The above addendum to the Notice & explanatory statement alongwith Notice dated 11.08.2017 of the ensuing 32<sup>nd</sup> AGM is available on the website of the Company ([www.shalimarpro.com](http://www.shalimarpro.com)). Further, as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 facility for e-voting is available to the members in respect of the aforesaid resolution on NSDL (our e-voting service provider) website.*

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## PROXY FORM

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

Name of the Member (s):		E-mail Id:	
Registered Address:		Folio No./Client Id/ DP ID:	

I/We, being the member (s) of .....Shares 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 32<sup>nd</sup> Annual General Meeting of the Company, to be held at 1008/1009, Gold Crest Centre, L T Road, Borivali- West, Mumbai – 400 092 on Saturday, September 30, 2017 at 12.30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1)	Adoption of financial statements for the year ended as at March 31, 2017 and Reports of Directors' and Auditors' thereon.
2)	Re-appointment of Mr. Tilokchand Kothari (DIN: 00413627) who retires by rotation.
3)	# Appointment of M/s. S C Mehra & Associates, Chartered Accountants as statutory auditors and fixing their remuneration.

# As per the "Addendum to the Original AGM Notice dated 11.08.2017"

Signature of Shareholder .....

Signature of Proxyholder (s).....

Signed this ..... day of ....., 2017

### NOTE:

1. 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.
2. The Proxy-holder is required to carry an identity proof at the time of the meeting.

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### ATTENDANCE SLIP

Name of the Member	
Name of the Proxy	
Folio No/DP Id and Client Id	
No. of Shares held	

I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting to be held at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092 on Saturday, September 30, 2017 at 12.30 p.m.

.....  
Member/ Proxy's Signature  
(To be handed over at the entrance of the Meeting Hall)

**Note:**

1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
2. Joint shareholders may obtain additional attendance slip at the venue of the meeting.