

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of M/s. SHALIMAR PRODUCTIONS LIMITED will be held on Friday, 30th September 2016 at 02.00 p.m. at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Chandrashekhar Sharma (DIN: 02327769), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-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 the provisions of Section 139, 144 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Lakhpatt M Trivedi & Co., Chartered Accountants (Reg. No. 109047), Mumbai, the retiring Statutory Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors in addition to re-imbursment of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS

4. 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 Sections 149, 150, 152, 161 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013, Mr. Sainath Mhatre (DIN: 06778655), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 8th January, 2016 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mr. Mhatre as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office upto September 29, 2021 or as on the date of 36th Annual General Meeting, whichever is earlier and not liable to retire by rotation.

5. 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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Suraj Kadam (DIN: 06778687), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 8th January, 2016 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mr. Kadam as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office upto September 29, 2021 or as on the date of 36th Annual General Meeting, whichever is earlier and not liable to retire by rotation.

6. 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 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), or any other applicable law, the Board of Directors of the Company, be and hereby authorised to charge from such member(s), an amount as it may deem fit as an advance amount being equivalent to the estimated expenses for delivery of any document to the member(s) in a mode specified by such member(s) and to put such reasonable conditions from time to time as it may deem fit in its absolute discretion in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

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

By Order of the Board of Directors
For Shalimar Productions Limited

Pankaj Dave
Managing Director
DIN: 00425977

Place: Mumbai
Date: 11th August 2016

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy in the Proxy Form (MGT 13), in order to be effective, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder. The holder of Proxy shall prove his identity at the time of attending the Meeting.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signatures of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2016 to September 30, 2016 (both days inclusive) for the purpose of annual book closure.
6. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
7. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting is furnished and forms a part of the Notice. The Director has furnished the requisite consent/ declaration for his re-appointment.
8. Members, holding shares in physical form, are requested to notify changes in address, if any, to the Company or Registrar and Share Transfer Agent immediately, quoting their folio numbers. Members, holding shares in dematerialized form, should send the above information to the respective Depository Participants.
9. Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their DP.
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 the PAN to their Depository Participants

with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Adroit Corporate Services (P) Ltd., 19/20 , Jafferbhoy Industrial Estate,1st floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 02.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.
13. The Annual Report 2015-16 and Notice of the 31st Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.
14. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.shalimarpro.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: contact@shalimarpro.com.
15. Members holding shares in physical form are requested to consider converting their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
16. Voting through electronics means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on 27th September 2016 (10.00 am) and ends on - 29th September (05.00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "SHALIMAR PRODUCTIONS LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in
- b. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@adroitcorporate.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nSDL.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. Dr. S. K. Jain, Practising Company Secretary, Proprietor of M/s. S. K. Jain & Company, Company Secretaries, FCS 1473, CP. No.3076 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz. www.shalimarpro.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

ITEM NO: 4 & 5

Mr. Sainath Mhatre (DIN: 06778655) and Mr. Suraj Kadam (DIN: 06778687) have been appointed as Additional Directors on the Board of Directors of the Company by way of Circular Resolution w.e.f. 08th January, 2016 in the capacity of Non-Executive, Independent Directors pursuant to Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and are liable to retire by rotation at this Annual General Meeting under the provisions of the Companies Act, 2013 and being eligible, offers themselves for re-appointment.

In terms of the provisions of Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Mr. Mhatre and Mr. Kadam are proposed to be appointed as Non-Executive, Independent Directors for a term upto September 29, 2021 or as on the date of 36th Annual General Meeting, whichever is earlier not liable to retire by rotation.

Mr. Sainath Mhatre and Mr. Suraj Kadam both are Freelance media professionals with broad experience in various aspects of entertainment and media, content production & development.

The Company has received notice in writing from Members along with the deposit of Rs. 1,00,000/- each under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Mhatre and Mr. Kadam for the office of Director of the Company.

Mr. Mhatre and Mr. Kadam are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors. The Company has also received declaration from them that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Mhatre and Mr. Kadam are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 and 5 respectively.

The Board commends the Ordinary Resolution(s) set out at Item No. 4 and 5 of the Notice for approval by the Members.

ITEM NO: 6

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to approve the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be approved in the Annual General Meeting, the Board accordingly commends the Ordinary Resolution at item no. 6 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the accompanying Notice.

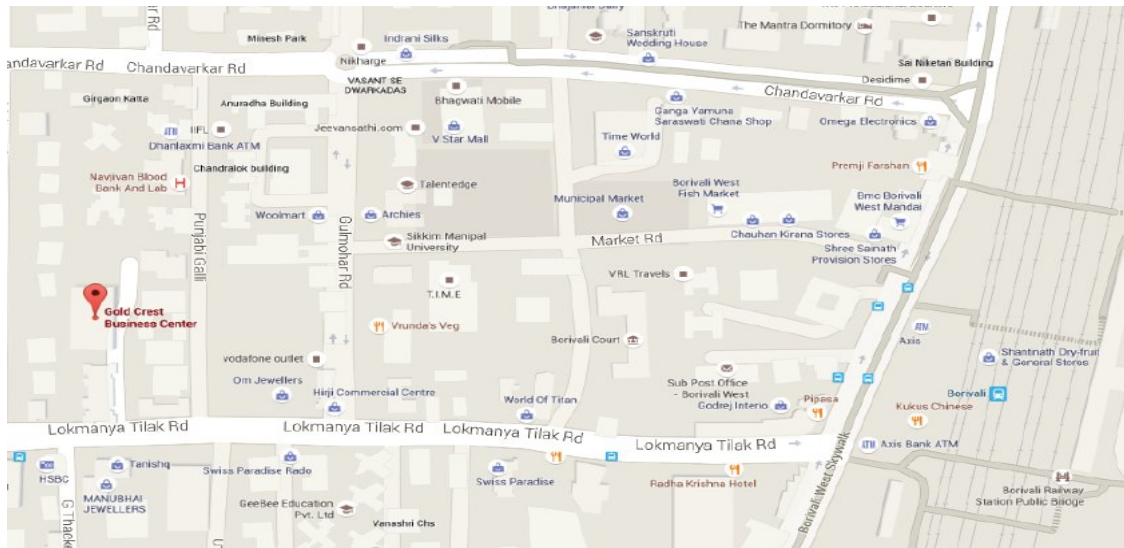
Annexure to Notice

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

Name of Director	Mr. Chandrashekhar Sharma	Mr. Sainath Mhatre	Mr. Suraj Kadam
DIN	02327769	06778655	06778687
Date of Appointment	02/08/2008	08/01/2016	08/01/2016
Brief Profile	Mr. Sharma has a wide experience of 20 years in the field of music and has handled various production assignments. He currently manages the projects undertaken by the Company	Mr. Mhatre is a Freelance media professional with broad experience in various aspects of entertainment and media, content production & development.	Mr. Kadam is a Freelance media professional with broad experience in various aspects of entertainment and media, content production & development.
List of Limited Companies in which outside Directorship held as on 31.03.2016	Nil	Nil	Nil
Chairman/Member of the Committee of Board of Directors of the Company as on 31 st March, 2016	Nil	Nil	Nil
No. of Shares held in the Company	Nil	Nil	Nil

*The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.

ROUTE FOR THE VENUE OF ANNUAL GENERAL MEETING



SHALIMAR PRODUCTIONS LIMITED

CIN: L01111MH1985PLC228508

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

Tel No: +91-22-65501200, Email: contact@shalimarpro.com

Website: www.shalimarpro.com

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) ofShares 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 31st Annual General Meeting of the Company, to be held at 1008/1009, Gold Crest Centre, L T Road, Borivali- West, Mumbai – 400 092 on September 30, 2016 at 2.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1) Adoption of financial statements for the year ended as at March 31, 3016 and Reports of Directors' and Auditors' thereon.	4) Appointment of Mr. Sainath Mhatre as an Independent Director.
2) Re-appointment of Mr. Chandrashekhar Sharma who retires by rotation.	5) Appointment of Mr. Suraj Kadam as an Independent Director.
3) Appointment of auditors and fixing their remuneration.	6) Determination of fees to be charged for service of documents in a particular mode.

Signature of Shareholder

Signature of Proxyholder (s)

Signed this day of, 2016

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.

SHALIMAR PRODUCTIONS LIMITED

CIN: L01111MH1985PLC228508

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

Tel No: +91-22-65501200, Email: contact@shalimarpro.com

Website: www.shalimarpro.com

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 31st Annual General Meeting to be held at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092 on September 30, 2016 at 2.00 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.