

**SAGAR PRODUCTIONS LIMITED**

CIN: L93000MH1980PLC170432

Registered Office: B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai MH 400053

Tel No.: 9167199122 E-mail id: splgrive@rediffmail.com

Website: www.sagarproductions.com

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**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting of the Members of **M/s. SAGAR PRODUCTIONS LIMITED** will be held on Monday, 30<sup>th</sup> day of September, 2019 at 1.00 p.m. at 2<sup>nd</sup> Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, Mumbai-400057, 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 March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on Equity shares of Re. 0.02 (2%) per share on 4,01,42,125 Equity shares for the financial year ended March 31, 2019.

**SPECIAL BUSINESS**

3. Regularisation of Additional Director, Mr. Sunil Kumar, by appointing him as Director of the Company and in this regard to pass the following Resolution as an **Ordinary Resolution** with or without modification (s):

**“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 thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sunil Kumar (DIN:08324531), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 09<sup>th</sup> January, 2019 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. Sunil Kumar as a candidate for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company commencing from 09<sup>th</sup> January, 2019 and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient and incidental for the purpose of giving effect to the said resolution.”

4. Regularisation of Additional Director, Mr. Abhishek Parashar, by appointing him as Independent Director of the Company and in this regard to pass the following Resolution as an **Ordinary Resolution** with or without modification (s):

**“RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby accorded for the appointment of Mr. Abhishek Parashar (DIN: 08371934), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from 26th February, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

5. Regularisation of Additional Director, Mr. Tanuraj Adhikari, by appointing him as Independent Director of the Company and in this regard to pass the following Resolution as an **Ordinary Resolution** with or without modification (s):

**“RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby accorded for the appointment of Mr. Tanuraj Adhikari (DIN:08373737), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from 26th February, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

6. Regularisation of Additional Director, Mr. Sakar Brijnath Watal, by appointing him as Non-Executive Director of the Company and in this regard to pass the following Resolution as an **Ordinary Resolution** with or without modification (s):

“**RESOLVED THAT** pursuant to the provision of 149, 152 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) Mr. Sakar Watal (DIN:08403467) who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> March, 2019 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose office shall be liable to retire by rotation. The Company have agreed to pay him monthly remuneration of 15,000/-.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient and incidental for the purpose of giving effect to the said resolution.”

7. Re-appointment of Mr. Kalakad S. Sathi as Whole-time Director

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 Sections 196, 197, 203 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 V to the Companies Act, 2013 the consent of the Company, be and is hereby accorded for the re-appointment of Mr. Kalakad S Sathi (DIN : 00150876) as a Whole-time Director of the Company for a period of five years effective from 27<sup>th</sup> August, 2019, on such terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Sathi.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and/ or the Nomination and Compensation Committee be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

**Registered Office:**

B-403 Crystal Plaza, New Link Road,  
Andheri (W) Mumbai MH 400053  
Website: [www.sagarproductions.com](http://www.sagarproductions.com)  
E-mail: [splgrive@rediffmail.com](mailto:splgrive@rediffmail.com)  
Tel: 9167199122

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

**Place:** Mumbai  
**Date:** 29.08.2019

**Kalakad Sathi**  
**Whole-time Director**  
**DIN: 00150876**

**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.** Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), which sets out details relating to Special Business at the meeting is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
3. A route map giving directions to reach the venue of the AGM is provided.
4. 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 shareholder.

5. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. 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.
7. The Company has notified closure of Register of Members and Share Transfer Books from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of annual book closure.
8. Additional information pursuant to Regulations of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
9. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.
10. Members are requested to:
  - i) Bring their copy of Annual Report to the Meeting.
  - ii) 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.
  - iii) Quote their Registered Folio Nos. on all correspondence with the Company
  - iv) Register their e-mail address, if not already registered for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  - v) Notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers, if shares are held by them in physical form. Those holding shares in dematerialized form should send the above information to the respective Depository Participants.
  - vi) Intimate the Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd., for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
  - vii) Convert 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.
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 with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Maheshwari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700 001.
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 2.00 p.m. prior to the date of the Meeting.

13. The Annual Report 2018-19 and Notice of the 40<sup>th</sup> 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 40<sup>th</sup> Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.sagarproductions.com](http://www.sagarproductions.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: [splgrive@rediffmail.com](mailto:splgrive@rediffmail.com).
15. **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 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 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 Central Depository Services Limited (CDSL).
  - II. The facility for voting through ballot 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 ballot 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. Mr. Veenit Pal, Practising Company Secretary, Proprietor of Veenit Pal & Associates, Company Secretaries, ACS 25565, 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.
  - V. The remote e-voting period commences on 27<sup>th</sup> September, 2019 (9:00 a.m.) and ends on 29<sup>th</sup> September, 2019 (5:00 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 23<sup>rd</sup> September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

VI. The process and manner for remote e-voting are as under:

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders
3. Enter their User ID
  - a. For CDSL use the 16-digit beneficiary ID
  - b. For NSDL use the 8-character DP ID followed by a 8-digit Client ID
  - c. Members holding shares in the physical Form should enter the Folio Number registered with the Company.
4. Next, enter the Image Verification as displayed and Click on Login
5. If shareholders hold shares in demat form and have previously logged on to [www.evotingindia.com](http://www.evotingindia.com) and have voted earlier on a poll of any company, then the existing password is to be used.
6. First time users should follow the following steps:

<b>For Members holding shares in demat and physical forms</b>	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in the dd/mm/yyyy format) as recorded in your demat account or in the Company records to login.</li> <li>• 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 (3)</li> </ul>

7. After entering these details appropriately, click on 'SUBMIT' tab
8. Members holding shares in the physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login

password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.

9. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for **SAGAR PRODUCTIONS LIMITED** to vote.
11. 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.
12. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
13. 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.
14. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on 'Click here to print' option on the voting page.
16. If a demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on 'FORGOT PASSWORD' and enter the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**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 Corporates.
- 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 linked in the login 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.



*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).*

14. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting 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.
  
15. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.sagarproductions.com](http://www.sagarproductions.com) and on the website of CDSL 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. 3**

Mr. Sunil Kumar was appointed by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 as an Additional Director on the Board with effect from 09<sup>th</sup> January, 2019. Mr. Sunil Kumar holds office as a Director of the Company upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing candidature of Mr. Sunil Kumar under Section 160 of the Companies Act, 2013 for the office of Director of the Company.

The Board of Directors is of the view that his skill and experience can prove beneficial for the growth of the Company and therefore recommends the aforesaid resolution for your consideration and approval as an Ordinary Resolution.

Mr. Sunil Kumar 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 Director.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except Mr. Sunil Kumar is, in anyway, concerned or interested in the above resolution.

### **ITEM NO: 4**

Mr. Abhishek Parashar (DIN- 08371934) was appointed as an Additional Non-Executive Independent Director w.e.f. 26<sup>th</sup> February, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended regularization of Mr. Abhishek Parashar as an Independent Non-Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

#### **Section 149 and Section 152 inter alia specifies that:**

(a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and

(b) An Independent Director shall not be liable to retire by rotation at the AGM.

In the opinion of the Board Mr. Abhishek Parashar is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independent of the management of the Company. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during Normal Business Hours on any working day. Members may note that the requisite declarations under Section 149(7) of the Companies Act,

2013 have been furnished by the Independent Non-Executive Directors confirming compliance with the provisions of Section 149 (6) of the Companies Act, 2013. Upon the confirmation of her appointment as Independent Non-Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Non-Executive Director. The Board accordingly recommends the Resolutions at Item No. 4 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Abhishek Parashar is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.4 of this Notice.

#### **ITEM NO: 5**

Mr. Tanuraj Adhikari (DIN- 08373737) was appointed as an Additional Non-Executive Independent Director w.e.f. 26<sup>th</sup> February, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended regularization of Mr. Tanuraj Adhikari as an Independent Non-Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

#### **Section 149 and Section 152 inter alia specifies that:**

(a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and

(b) An Independent Director shall not be liable to retire by rotation at the AGM.

In the opinion of the Board Mr. Tanuraj Adhikari is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independent of the management of the Company. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during Normal Business Hours on any working day. Members may note that the requisite declarations under Section 149(7) of the Companies Act, 2013 have been furnished by the Independent Non-Executive Directors confirming compliance with the provisions of Section 149 (6) of the Companies Act, 2013. Upon the confirmation of her appointment as Independent Non-Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Non-Executive Director. The Board accordingly recommends the Resolutions at Item No. 5 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Tanuraj Adhikari is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.4 of this Notice.

#### **ITEM NO: 6**

Mr. Sakar Brijnath Watal was appointed by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 as an Additional Director on the Board with effect from 30<sup>th</sup> March, 2019. Mr. Watal holds office as a Director of the Company upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing candidature of Mr. Watal under Section 160 of the Companies Act, 2013 for the office of Non-Executive Director of the Company.

The Board of Directors is of the view that his skill and experience can prove beneficial for the growth of the Company and therefore recommends the aforesaid resolution for your consideration and approval as an Ordinary Resolution.

Mr. Sakar Brijnath Watal 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 Director.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except Mr. Sakar Brijnath Watal is, in anyway, concerned or interested in the above resolution.

#### **ITEM NO. 7**

At the Annual General Meeting of the Company held on 29th September, 2014, the Members of the Company had approved the appointment and terms of remuneration of Mr. Kalakad Sundaram Sathi (DIN 00150876), Whole Time Director of the Company for a period of 5 years w.e.f. 28th August, 2014. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure in the field of Finance, the Board of Directors of the Company at its meeting held on 27.08.2019, has re-appointment Mr. Kalakad Sundaram Sathi as a Whole Time Director for a period of 5 years w.e.f. 27.08.2019, subject to approval of the members of the Company. Mr. Kalakad Sundaram Sathi aged 56 years, is a Commerce Graduate.

The terms and condition of his re-appointment are as under:

Period: For the period of 5 years w.e.f. 27.08.2019

Remuneration: 1. Basic Salary: 2,40,000 (Rupees Two Lakhs Forty Thousand Only) per annum, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the HR policy of the Company;

2. He shall be not be entitled to any perquisites, benefits, and allowance.

3. Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Kalakad Sundaram Sathi if any in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);

4. Mr. Kalakad Sundaram Sathi shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Kalakad Sundaram Sathi under Section 190 of the Act.

Details of Mr. Kalakad Sundaram Sathi are provided in the "Annexure" to the Notice. Mr. Kalakad Sundaram Sathi is interested in the resolution set out at Item No. 7 of the Notice. Save and except the above, 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. 7 of the Notice, except as a member of the Company, if any.

The Board recommends the special resolution set out at Item No. 7 of the Notice for approval by the members.

**Annexure to Notice**

**Details of the Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Regulation 36 (3) of the Listing Regulations, 2015 & Secretarial Standards-2 on General Meetings)**

Name of Director	Mr. Sunil Kumar
DIN	08324531
Date of Birth	01/12/1983
Date of Appointment	09/01/2019
Brief Profile	Mr. Sunil Kumar is currently working as an Asst. Director for various films and short stories. Also, has worked for few Ads and Web Series for YouTube and Amazon Prime. He also acquired more than 8 years of experience in the field of marketing and sales. He possesses great skill of Direction of making of movies and also various other required skills for production of movies. He has done Graduation in the stream of Arts. He has been successfully managing his role in the production of movies for the Company.
Qualifications	Arts Graduate
Directorship in other Public limited Companies	NIL
No. of Shares held in the Company Own Beneficial Basis	NIL NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NONE
Chairman/Member of the Committee of the Board of Directors of the Company	NONE
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	NONE

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

Name of Director	Mr. Abhishek Parashar
DIN	08371934
Date of Birth	16/11/1995
Date of Appointment	26/02/2019
Brief Profile	Mr. Abhishek Parashar has done graduation in field of commerce. He possesses great Analytical skills required for the business. He has also acquired good knowledge in the field of Media.
Qualifications	Commerce Graduate
Directorship in other Public limited Companies	NIL
No. of Shares held in the Company	
Own	NIL
Beneficial Basis	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NONE
Chairman/Member of the Committee of the Board of Directors of the Company	Member in Audit Committee, Nomination & Remuneration Committee & Chairman of Stakeholders Relationship Committee.
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	<b><u>Osiajee Texfab Limited</u></b> 1. Audit Committee-Member 2. Stakeholders' Relationship Committee-Member 3. Nomination and Remuneration Committee- Member

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

Name of Director	Mr. Tanuraj Adhikari
DIN	08373737
Date of Birth	25/11/1977
Date of Appointment	26/02/2019
Brief Profile	Mr. Tanuraj Adhikari has done graduation in field of Science. He possesses great Analytical skills required for the business. He has also acquired good knowledge in the field of Media.
Qualifications	Science Graduate
Directorship in other Public limited Companies	NIL
No. of Shares held in the Company Own Beneficial Basis	NIL NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NONE
Chairman/Member of the Committee of the Board of Directors of the Company	Member in Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee.
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	<b><u>Osiajee Texfab Limited</u></b> 1. Audit Committee-Chairman 2. Stakeholders' Relationship Committee-Member- Chairman 3.Nomination and Remuneration Committee-Member

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



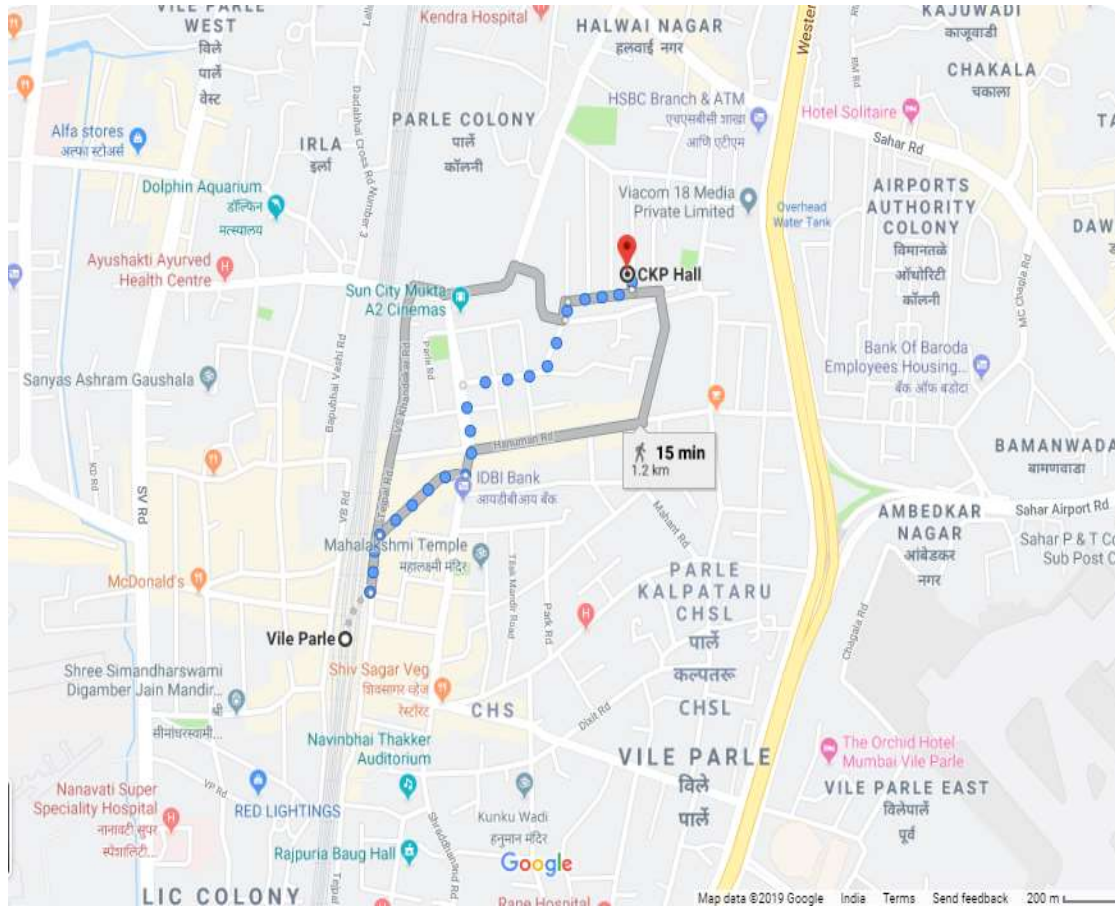
Name of Director	Mr. Sakar Watal
DIN	08403467
Date of Birth	07/07/1979
Date of Appointment	30/03/2019
Brief Profile	Mr. Sakar Watal has done BE-IT. He is working as Film business consultant. He worked for few TV serials and magazines as well. He is great in PR skills he also possesses leadership quality and analytical quality required for this field.
Qualifications	Bachelor of Information Technology
Directorship in other Public limited Companies	NIL
No. of Shares held in the Company Own	NIL
Beneficial Basis	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NONE
Chairman/Member of the Committee of the Board of Directors of the Company	NONE
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	NONE

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

Name of Director	Mr. Kalakad Sathi
DIN	00150876
Date of Birth	22-06-1963
Date of Appointment	22.01.2007
Brief Profile	Mr. Sathi is a Commerce Graduate and has an experience of 22 years in the field of Finance. He has been associated with the Company since 2007 and since then has been involved in decision making and day to day operations of the Company
Qualifications	Commerce Graduate
Directorship in other Public limited Companies	None
No. of Shares held in the Company Own Beneficial Basis	Nil Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
Chairman/Member of the Committee of the Board of Directors of the Company	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	None

*\*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 MAP FOR THE VENUE OF ANNUAL GENERAL MEETING**



**Venue: 2<sup>nd</sup> Floor, CKP Hall, Tejpal Scheme Road-4, Udyan Vikas Society, , Vile Parle (East), Vile Parle, Mumbai- 400057**