

SAGAR PRODUCTIONS LIMITED

CIN: L93000MH1980PLC170432

B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai - 400053

Email: splgrive@rediffmail.com, Website: www.sagarproductions.com

Ph. No.: 022-49725443

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of **Sagar Productions Limited** will be held on Saturday, the 12th day of May, 2018 at 3:30 P.M. at the registered office of the company at B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai MH 400053 to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Statutory Auditors to fill Casual Vacancy:

To consider and, if thought fit, with or without modification(s), to pass the following resolution(s) as an **Ordinary Resolution(s)**:

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. S C Mehra & Associates, Chartered Accountants (Firm Registration No. 106156W), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Subhash Parekh & Co., Chartered Accountants (Firm Registration No. 154239W), Mumbai.

RESOLVED FURTHER THAT M/s. S C Mehra & Associates, Chartered Accountants, Mumbai, be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

RESOLVED FURTHER THAT the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

By Order of the Board
For Sagar Productions Limited

Place: Mumbai
Date: 10.04.2018

Kalakad Sundaram Sathi
DIN: 00150876
Whole-time Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EGM) 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 A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as proxy on behalf of member's upto and 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 carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.
3. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Extra-Ordinary General Meeting ('EGM').
4. Members/Proxy holders/Authorized Representatives are requested to bring the attendance slip duly filled and signed to the Meeting.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business to be transacted at the meeting, is annexed hereto.
6. 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 WB- 700001.
7. Members, holding shares in physical form are requested to notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers. Members, holding shares in dematerialized form, should send the above information to the respective Depository.
8. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members are requested to quote their Registered Folio Number or their Client ID number with DP ID on all correspondence with the Company as the case may be.
10. 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.
11. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical

copies are being sent by the permitted mode. Members may note that this Notice will also be available on the Company's website viz. www.sagarproductions.com

12. The physical copies of notice of EGM shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, upto the date of the EGM.
13. The route map showing directions to reach the venue of the EGM is annexed.

Instructions for remote e-voting are as under:

- 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 Extra-Ordinary General Meeting (EGM) 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 EGM ("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 Extra-Ordinary General Meeting 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. Nidhi Bajaj, Practising Company Secretary, Proprietor of Nidhi Bajaj & Associates, Company Secretaries, ACS 28907, 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 **9th May, 2018 (9.00 am) and ends on 11th May, 2018 (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 **5th May, 2018**, 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.
 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 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:

For Members holding shares in demat and physical forms	
PAN	<ul style="list-style-type: none"> • Enter your 10-digit alpha-numeric PAN issued by the Income Tax Department (Applicable for demat shareholders). • Please use the first two letters of your name and the 8 digits of the sequence number in the PAN field. (Applicable for Physical shareholders). • 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)	<ul style="list-style-type: none"> • 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. • 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)

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.

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 linked in the login 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.

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.

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 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.

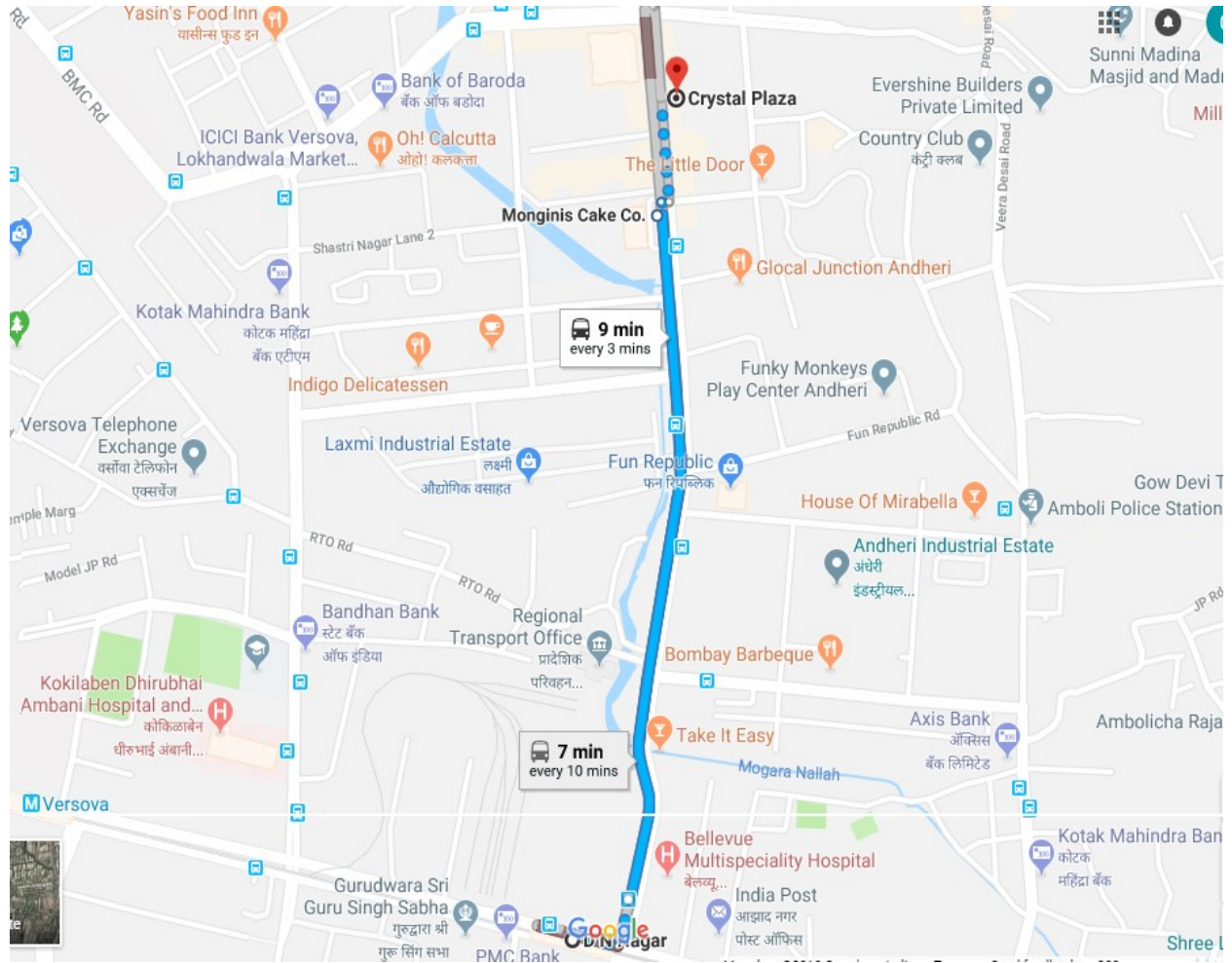
Place: Mumbai
Date: 10.04.2018

For Sagar Productions Limited

Registered Office:
B-403 Crystal Plaza, New Link Road,
Andheri (W) Mumbai MH 400053
Website: www.sagarproductions.com
[E-mail-splgrive@rediffmail.com](mailto:splgrive@rediffmail.com)
Tel: 022-49725443

Kalakad Sundaram Sathi
DIN: 00150876
Whole-time Director

ROUTE MAP FOR THE VENUE OF EXTRA ORDINARY GENERAL MEETING



ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

ITEM No. I

M/s. Subhash Parekh & Co., Chartered Accountants (Firm Registration No. 154239W), Mumbai have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). The Board of Directors of the Company at their meeting held on 14th February, 2018 at 2.30 p.m. at the registered office of the Company have appointed M/s. S C Mehra & Associates, Chartered Accountants (Firm Registration No. 106156W), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Subhash Parekh & Co., Chartered Accountants, Mumbai. The said appointment shall be ratified by members in this Extra-Ordinary General Meeting to be held on 12th May, 2018.

M/s. S C Mehra & Associates, Chartered Accountants (Firm Registration No. 106156W), Mumbai have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By Order of the Board

For Sagar Productions Limited

Place: Mumbai
Date: 10.04.2018

Registered Office:
B-403 Crystal Plaza, New Link Road,
Andheri (W) Mumbai MH 400053
Website: www.sagarproductions.com
E-mail-splgrive@rediffmail.com
Tel: 022-49725443

KalakadSundaramSathi
DIN: 00150876
Whole-time Director

SAGAR PRODUCTIONS LIMITED

CIN: L93000MH1980PLC170432
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Ph. No.: 022-49725443

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

NAME OF THE SHAREHOLDER / PROXYHOLDER: _____

I hereby record my presence at the **Extra Ordinary General Meeting** of the Company held on **Saturday, 12th May, 2018 at 3.30 p.m.** at B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai MH 400053

Signature of Shareholder/Proxyholder

Note:
Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

..... (Tear Here).....

SAGAR PRODUCTIONS LIMITED

CIN: L93000MH1980PLC170432
B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai - 400053
Email: splgrive@rediffmail.com, Website: www.sagarproductions.com
Ph. No.: 022-49725443

PROXY FORM

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

Name of the Member(s) : _____
Registered Address : _____
Email ID : _____
Folio No./Client ID/DP ID : _____

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

Name : _____ Address : _____

Email ID: _____ Signature: _____ or failing him

Name : _____ Address : _____

Email ID: _____ Signature: _____ or failing him

Name : _____ Address : _____

Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday, 12th May, 2018 at 3.30 p.m. at B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai MH 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

- | |
|--|
| 1. Appointment of statutory Auditors to fill Casual Vacancy. |
|--|

Signed this _____ day of _____ 2018.

Signature of Shareholder

Signature of the proxy (holders)

Notes:

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.