



Shalimar Productions Limited

Date: 06.09.2024

To,
BSE Limited,
Department of Corporate Filings,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Ref: Shalimar Products Limited (Scrip Code: 512499)

Sub: Submission of Notice of 39th Annual General Meeting for the Financial Year 2023-2024 in compliance with SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

This has reference to captioned subject and in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith soft copy of Notice of Annual General Meeting for the financial Year 2023-2024 in PDF format.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking You,
Yours Faithfully,
FOR SHALIMAR PRODUCTIONS LIMITED

TILOKCHAND
MANAKLAL
KOTHARI

Digitally signed by
TILOKCHAND
MANAKLAL KOTHARI
Date: 2023.09.06
22:57:50 +05'30'

Tilokchand Kothari
Director
00413627

SHALIMAR PRODUCTIONS LIMITED

CIN: L01111MH1985PLC228508

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

Tel: 022-45170487, Website: www.shalimarpro.com, Email: contact@shalimarpro.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **39th Annual General Meeting** of the Members of **M/s. SHALIMAR PRODUCTIONS LIMITED** will be held on Monday, **30th September 2024** at 10:00 a.m. at “Vyanjan Banquet Hall” 46, First Floor, Oshiwara Link Plaza, Next to Oshiwara Police Station, Near Maheshwari Bhawan, Above “Vyanjan” Sweets, Link Road, Extn, Andheri (West), Mumbai-4000102, 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, 2024 and the Reports of the Board of Directors and the Auditors thereon.**
- 2. To appoint a Director in place of Mr. Tilokchand Kothari (DIN: 00413627), who retires by rotation and being eligible, offers himself for re-appointment.**

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Tilokchand Kothari (DIN: 00413627), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.

SPECIAL BUSINESS

- 3. Re-appointment of Ms. Madhubala Vaishnaw as an Independent Director for second term**

To consider and if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made there under, read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof, for the time being in force], Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and considered by the Board of Directors, Ms. Madhubala Vaishnaw (DIN 08376551), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from September 30, 2024 upto September 30, 2029 or the date of 44th Annual

General Meeting, whichever is earlier, on such remuneration as decided and agreed by Board of Directors.

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

4. Appointment of Mr. Kaushal Yadav as an Independent Director for first term

To consider and if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made there under, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) including any statutory modification(s) or re-enactment thereof, for the time being in force, Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and considered by the Board of Directors, Mr. Kaushal Yadav (DIN 08484455), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and also declared that he has not been debarred by SEBI/ MCA or any other authority from holding the office of Director or continuing as a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from September 30, 2024 upto September 30, 2029 or the date of 44th Annual General Meeting, whichever is earlier,, on such remuneration as agreed by Board of Directors.

RESOLVED FURTHER THAT any Directors of the Company or the Company Secretary be and are hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

5. Appointment of Ms. Anju Pareek, as an Independent Director for first term

To consider and if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made there under, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) including any statutory modification(s) or re-enactment thereof, for the time being in force, Articles of Association of the Company and as recommended by the Nomination and Remuneration

Committee and considered by the Board of Directors, Ms. Anju Pareek (DIN 07144713), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and also declared that she has not been debarred by SEBI/ MCA or any other authority from holding the office of Director or continuing as a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from September 30, 2024 upto September 30, 2029 or the date of 44th Annual General Meeting, whichever is earlier, on such remuneration as agreed by Board of Directors.

RESOLVED FURTHER THAT any Directors of the Company or the Company Secretary be and are hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

6. To increase the borrowing limit of the Company

To consider and if thought fit, to pass, the following resolution as **Special Resolution**:

“**RESOLVED THAT** in pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, in supersession of all the earlier resolutions, the consent of the members be and is hereby accorded that the Board of Directors of the Company shall borrow (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) from time to time as they may think fit, any sum or sums of money from time to time on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, or in any other respect, or against any of the Company’s assets and/or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserve, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to INR 500,00,00,000/- (Indian Rupees Five Hundred Crores Only) over and above the aggregate, of the paid-up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To authorize under section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the Members of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 500,00,00,000/- (Indian Rupees Five Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board or any committee or person(s) authorised by the Board, be and is/are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

8. To approve Material Related Party Transactions with Trisha Studios Limited

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with **Trisha Studios Limited**, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Movies, Media Content, Media Rights including theatrical rights and engage in services of post-production on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 20 Crore for the financial year 2024-25, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis

and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT pursuant to provisions of Section 189 read with rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, Company Secretary of the Company or directors authorised, be and is hereby authorized to do the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them and to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the resolution.”

9. To approve Related Party Transactions

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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with **Visagar Financial Services Limited, Maharashtra Corporation Limited, Visagar Polytex Limited, NJOYMAX OTT Entertainment Private Limited and Visagar Textiles Private Limited**, related parties within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, grant and take loan services to carry day to day business activity on such terms and conditions as the Board of Directors may deem fit, up to a maximum value of Rs. 25 Crore (Rupees Twenty Five Crores Only) for each related party for the financial year 2024-25, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all

or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

10. To approve Change in the Object clause of the Company

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

RESOLVED THAT pursuant to provisions of section 4 and 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 including statutory amendments and modifications made thereunder, and the necessary registrations, approvals, consents, permissions and sanctions required, if any, from the jurisdictional Registrar of Companies, and any other appropriate regulatory authorities approval of the members be and is hereby accorded to alter Memorandum of Association of the Company in the following manner: Insertion of following main object as serial number 6 Under Clause III (A):

“6. To carry on the business as an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, and to invest or deposit funds in such articles (including gold, silver, jewelry, platinum, precious stones), and to acquire, purchase, sell, or lease the same, as well as materials, articles, or things, obligations, and securities issued or guaranteed by any company or entity, whether quoted or unquoted or otherwise, wherever incorporated or carrying on any business. Additionally, to acquire, buy, invest in shares of similar or other companies or entities, whether quoted or unquoted or otherwise, and associations or entities globally.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary E forms with the Registrar of Companies and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and with power to make the necessary corrections and alterations suggested by the Registrar of Companies and settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.

11. Re-classification of person forming part of the Promoter from Promoter category to Public Shareholder

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

"RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and from the BSE Limited, (herein after referred to as stock exchange), and such other Statutory Authorities as may be required and pursuant to other laws and

regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to reclassify that Pankaj Jayantilal Dave, S/o Jayantilal Dave, R/o: 607, Shree Ganesh Co-op Housing Society, National Highway, Rajesh Compound, Ovaripada, Dahisar East, Mumbai, Mumbai Suburban, MH-400068 holding 2,52,286 no of equity shares (0.03% of the total shareholding of the Company) from "Promoter " shareholder category to "Public" shareholder category.

RESOLVED FURTHER THAT approval be and is hereby given to the Company to seek shareholders' approval in relation to the re-classification in accordance with Regulation 31A (3)(a)(ii) of the Listing Regulations and the Company is hereby authorized to take all necessary steps in this regard.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub clause {i) to {vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public" category.

RESOLVED FURTHER THAT Any of the Directors of the company, be and are hereby severally authorized on behalf of the Company to do, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.

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

Place: Mumbai
Date: 06/09/2024

By Order of the Board of Directors
For Shalimar Productions Limited

Sd/-
Tilokchand Kothari
Chairman & Director
DIN: 00413627

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of 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.
2. In line with the MCA Circulars and SEBI Circulars, the Notice of AGM ("Notice") along with Annual Report for the financial year 2023-24 shall be sent through electronic mode to those members whose email IDs are registered with the company/depository participant(s). Members may note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at www.shalimarpro.com. Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) at www.evoting.nsdl.com.
3. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email at contact@shalimarpro.com, a certified copy of the Board Resolution/ Authorization Letter authorizing their representatives to attend and vote on their behalf in the Meeting.
4. 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 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.

Pursuant to the provision of the Companies Act 2013 (hereinafter called "the Act") and the Rules made thereunder 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. 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 Depository Participants.

6. Members who hold shares in physical shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Adroit Corporate Services (P) Ltd. for consolidation into a single folio.
7. Members are informed that 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.
8. Particulars of Bank mandates. Such changes are to be advised only to the Depository Participants.
9. 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 Participants.
10. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 24, 2024 to September 30, 2024** (both days inclusive) for the purpose of annual book closure.
12. 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. However, 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 vote again at the AGM.
13. Members are requested to 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.
14. 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.
15. 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.

16. The Annual Report 2023-24 and Notice of the 39th 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). Formembers who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode. Members who prefer physical copy to be delivered may write to the Company at its registered office or send an E-mail to contact@shalimarpro.com by providing their DP Id and Client Id as reference.
17. Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for 2023-24 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.
18. Members who wish to get any further information as regards the items to be transacted at the meeting are requested to write to Ms. Archana Gupta, Company Secretary at least ten days prior to the Meeting so as to enable the management to reply at the meeting.
19. Members holding shares in physical form are requested to consider converting their holdings in dematerialized 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.
20. SEBI vide its circular dated January 25, 2022, has mandated that listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings. Members holding shares in physical form are advised to avail the facility of dematerialisation by contacting a DP of their choice
21. The route map showing directions to reach the venue of the 39th Annual General Meeting is annexed herewith the Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on September 27, 2024 at 09:00 A.M. and ends on September 29, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is

	available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by

	company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:
If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kirti.sharma2593@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to contact@shalimarpro.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to contact@shalimarpro.com.
 3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- I. 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).
 - II. 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 ballot paper.
 - III. 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).
 - IV. 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, 2024**.
 - V. 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, 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@adroitcorporate.com
 - VI. Ms. Kirti Sharma, Practising Company Secretary, Partner of Firm named Kirti Sharma & Associates, Company Secretaries, MN: A41645 and COP No.: 26705 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.
 - VII. The Chairman Shall, at the AGM, at the end of discussion 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.

- VIII. 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.
- IX. The Results declared along with 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.

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

Place: Mumbai
Date: 06/09/2024

By Order of the Board of Directors
For Shalimar Productions Limited

Sd/-
Tilokchand Kothari
Chairman & Director
DIN: 00413627

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

Item No. 3:

Re-appointment of Ms. Madhubala Vaishnav as an Independent Director for second term

Ms. Madhu Bala Vaishnav (DIN-08376551) was appointed as an Non-Executive Independent Director w.e.f. 30th September, 2019 in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013 for first term of a five years till date of 39th Annual General Meeting of the Company and Now she is eligible to be re-appointed for second term of five years.

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 Ms. Madhu Bala Vaishnav 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. She 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. 3 of this Notice for the approval of the Members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Ms. Madhu Bala Vaishnav is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.3 of this Notice.

Item No. 4:**Appointment of Mr. Kaushal Yadav as an Independent Director for first term**

Mr. Kaushal Yadav (DIN-08484455) was proposed for appointment as an Non-Executive Independent Director in the Company for which Board of Directors has passed the resolution dated 29th August, 2024 subject to approval of members in the 39th Annual General Meeting for first term of five years.

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. Kaushal Yadav 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 his 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 Special Resolution.

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

Item No. 5**Appointment of Ms. Anju Pareek as an Independent Director for first term**

Ms. Anju Pareek (DIN-07144713) was proposed for appointment as an Non-Executive Independent Director in the Company for which Board of Directors has passed the resolution dated 29th August, 2024 subject to approval of members in the 39th Annual General Meeting for first term of five years.

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 Ms. Anju Pareek 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. She 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 Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Ms. Anju Pareek is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.5 of this Notice.

Item No. 6

To increase borrowing limit of the Company

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of money so borrowed up to INR 500,00,00,000/- (Indian Rupees Five Hundred Crores Only).

Under the provisions of section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid up capital of the Company and free reserves of the Company.

It is proposed to increase the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of INR 500,00,00,000/- (Rupees Five Hundred Crores Only). The Company might be required to create charge/ mortgage/ pledge/ hypothecation/ lien in favour of its lenders for the purpose of securing the loan of credit facility raise by the Company up to the limits as may be approved under section 180(1)(c) of the act, and in order to authorize the Board to create charge or mortgage the property of the Company, the Company needs to take approval of the members by Special Resolution in accordance with provisions of Section 180(1)(c) of the Act.

The Board therefore, submits the item No. 6 for your consideration and recommends it to be passed as a special Resolution. None of the Directors or the Key Managerial Personnel of the Company, including their relatives are in any way concerned or interested in the Resolution.

Item No. 7

To authorize U/s 186 of the Companies Act, 2013

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 (3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 (2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In line with the long term objectives of the Company and for expanding its business further, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186 (2) of the 'Act'.

And accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to set out the limit upto 500 crores (Rupees Five Hundred Crores) over and above the limit of 60% of the paid-up share capital, free reserves, and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more as specified in Section 186 (2) of the 'Act' at any point of time. The resolution is accordingly recommended for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except to the extent of their shareholding, if any.

Item No. 8**To approve Material Related Party Transactions with Trisha Studios Limited**

Under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders. The said Regulation further provides a definition of the term ‘Material’ as follows:

“a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the listed entities per the last Audited Financial Statements of the Company, whichever is earlier.”

As a part of its regular business, the Company purchased the Movies, Media Content, Media Rights including Theatrical and Satellite Rights from Trisha Studios Limited and the Company also engages the service of Trisha Studios Ltd for doing the post production work on Films, Web Series and Media Content at arm’s Length basis as per the contract entered, purchase order raised or terms agreed thereof from time to time.

Trisha Studios Limited is a Related Party of Shalimar Productions Limited.

The Audit Committee of the Board of Directors of the Company reviewed the Trisha Studios Limited on-going transaction and recommended the same for approval by the Board of Directors at their meeting held on August 29, 2024 and proposed the same to be placed before the Members for their approval.

The Members’ approval to the above material related party transaction is sought in terms of Regulation 23(4) of the SEBI Listing Regulations.

Mr. Tilokchand Kothari is common director on both of the Companies Except for Mr. Tilokchand Kothari (DIN: 00413627) and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution at set out at Item No. 8 of the Notice for approval of the Members.

Item No. 9**To approve Material Related Party Transactions**

Pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment

thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), the material related party transactions to be entered by the Company on arm’s length basis with as set out in Item No. 9 require approval of the members of the Company through the ordinary resolutions.

Further, the Audit Committee and the Board of Directors of the Company both on 29th August 2024 respectively approved entering into material related party transactions, subject to the approval of the members of the Company

Provisions related to clause (d) of sub-section (1) of section 188 Companies Act 2013 for availing or rendering of any services, directly or through appointment of agent, amounting to ten percent or more of the turnover of the company as mentioned is subject to approval of shareholders.

Under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders. The said Regulation further provides a definition of the term ‘Material’ as follows:

“a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the listed entities per the last Audited Financial Statements of the Company, whichever is earlier.”

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 9 to of this Notice whether the related party is a related party to the proposed transaction or not.

Mr. Tilokchand Kothari, is common director in Visagar Financial Services Limited, Visagar Polytex Limited, Maharashtra Corporation Limited and NJOYMAX OTT Entertainment Private Limited.

Mr tilokchand Kothari has more than 2% shareholding in Visagar Financial Services Limited, Visagar Polytex Limited, Maharashtra Corporation Limited and NJOYMAX OTT Entertainment Private Limited.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or any of their respective relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 9, to this Notice except as provided above.

Item No. 10**Change in the object clause of the Company**

As a part of diversification plan, the management has proposed to alter in Clause III (A) of MOA of the company by inserting varied horizon of Multiple Business Opportunities foreseen by Board, with respect to Investment activity in the Company.

The proposed Memorandum of Association with marked up changes that are align with the Provision of the Company Act 2013 are available for inspection at the registered office of the Company on all the working days, except Saturdays, Sundays and holidays between 11.00 a.m. and 2.00 p.m.

In view of the above, your Directors recommend the proposed resolution be carried as a Special Resolution. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any. The proposed Resolution does not relate to or affect any other Company.

Item No. 11**Re-classification of person forming part of the Promoter from Promoter category to Public Shareholder**

Pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI (LODR) Regulations') has provided a regulatory mechanism for seeking re-classification from status of 'Promoters and Promoter Group' to 'Public' category may on request to the Company and subsequent approval from the shareholders and Stock Exchanges.

In this regard, the Company has received request from Mr. Pankaj Jayantilal Dave, Promoter of the Company ("Outgoing Promoter") vide their letter dated August 01, 2024 for reclassification from the 'promoter and promoter group' category to 'public' category shareholder of the Company ("Request Letters"). The Company intimated the aforesaid requests for re-classification to BSE Limited ("Stock Exchange") on August 01, 2024 within 24 hours of receipt of Request Letters.

The shareholding of Mr. Pankaj Jayantilal Dave is 2,52,286 Equity Shares constituting 0.03% of the paid-up share capital of the Company respectively.

Based on the Request Letters received from Outgoing Promoter and pursuant to the provision of Regulation 31A(3)(b) of the SEBI (LODR) Regulations, the Outgoing Promoters confirmed that:

1. His shareholding in the Company, neither individually nor collectively exceeds 10% of the total voting rights in the Company.

2. He is not controlling affairs of the Company directly or indirectly.
3. He is not having special rights in the Company through formal or informal arrangements including through any shareholder agreements.
4. He does not have any representation on the Board of Directors (including not having nominee directors) of the Company
5. He is not acting as key managerial person in the Company.
6. He is neither a wilful defaulter as per RBI Guidelines nor a fugitive economic offender

Further, the Outgoing Promoter has confirmed that subsequent to reclassification, it would continue to comply with the requirements as mentioned in Regulation 31A of the SEBI (LODR) Regulations.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of SEBI (LODR) Regulations the board of directors at their meeting held on August 08, 2024 analysed the request received from above mentioned person for reclassification and approved the same subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchange based on declaration received from the aforesaid person.

Further, board confirms that Company post reclassification will be compliant with the requirement for minimum public shareholding as required under regulation 38 of SEBI (LODR) Regulations, and trading in the shares of the Company has not been suspended by the stock exchanges, nor are there any outstanding dues to the SEBI Board, the stock exchanges or the depositories

None of the Directors or the Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution.

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)**
Agenda No. 3, 4 and 5

Name of the Directors	Ms. Madhubala Vaishnaw	Mr. Kaushal Yadav	Ms. Anju Pareek
DIN	08376551	08484455	07144713
Date of Birth	05/03/1983	21/02/1992	03/01/1975
Date of First appointment on the Board	08-03-2019	NA	NA
Experience including expertise in specific functional area/Brief Resume	Ms. Madhubala Vaishnaw has done graduation. She possesses great Analytical and management skills required for the business. She has also acquired good experience in the field of Media.	Mr. Kaushal Yadav has done graduation in B.Tech. He possesses great Analytical and management skills required for the business. He has also acquired good experience in the field of Media.	Ms. Anju Pareek has done graduation. She possesses great Analytical and management skills required for the business. She has also acquired good experience in the field of Media.
Remuneration last drawn	Rs. 5000/-	NA	NA
Remuneration proposed to be paid *	As decided by Board	As decided by Board	As decided by Board
Terms and Conditions of Appointment/Reappointment	As per Item No. 3 of the Notice read with the explanatory statement, Ms. Madhubala Vishnaw is proposed to be appointed as Independent Director of the Company for a period of five years commencing from September 30, 2024, not liable to retire by	As per Item No. 4 of the Notice read with the explanatory statement, Mr. Kaushal Yadav is proposed to be appointed as Independent Director of the Company for a period of five years commencing from September 30, 2024, not liable to retire by	As per Item No. 5 of the Notice read with the explanatory statement Ms. Anju Pareek is proposed to be appointed as Independent Director of the Company for a period of five years commencing from September 30, 2024, not liable to retire by rotation.

	rotation.	rotation.	
Directorships in other Companies (Excluding Foreign Companies)	1. Maharashtra Corporation Limited 2. Visagar Polytex Limited 3. Visagar Financial Services Limited	1. Visagar Polytex Limited 2. Trisha Studios Limited	-
Memberships / Chairpersonships of other companies **	Maharashtra Corporation Limited •Audit Committee-Member •Stakeholder Relationship Committee-Member Visagar Polytex Limited •Audit Committee-Member •Stakeholder Relationship Committee-Member Visagar Financial Services Limited •Audit Committee-Member •Stakeholder Relationship Committee-Member	Visagar Polytex Limited •Audit Committee-Chairman •Stakeholder Relationship Committee-Chairman Trisha Studios Limited • Audit Committee-Member • Stakeholder Relationship Committee-Member	-
Listed entities from which the Director has resigned in the past three years	None	None	Filmcity Media Limited
No. of shares held in the Company (including shareholding as a beneficial owner)	None	None	None
Relationship with other Directors/KMPs	None	None	None
No. of Board Meetings attended during the year	10	None	None

Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Ms. Madhubala Vaishnaw has done graduation. She possesses great Analytical and management skills required for the business. She has also acquired good experience in the field of Media.	Mr. Kaushal Yadav has done graduation in B.Tech. He possesses great Analytical and management skills required for the business. He has also acquired good experience in the field of Media.	Ms. Anju Pareek has done graduation. She possesses great Analytical and management skills required for the business. She has also acquired good experience in the field of Media.
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Registered Office:

**A-9, Shree Siddhivinayak Plaza,
Plot No. B-31, Off Link Road, Andheri (West),
Mumbai – 400053, Tel: 022-45170487**

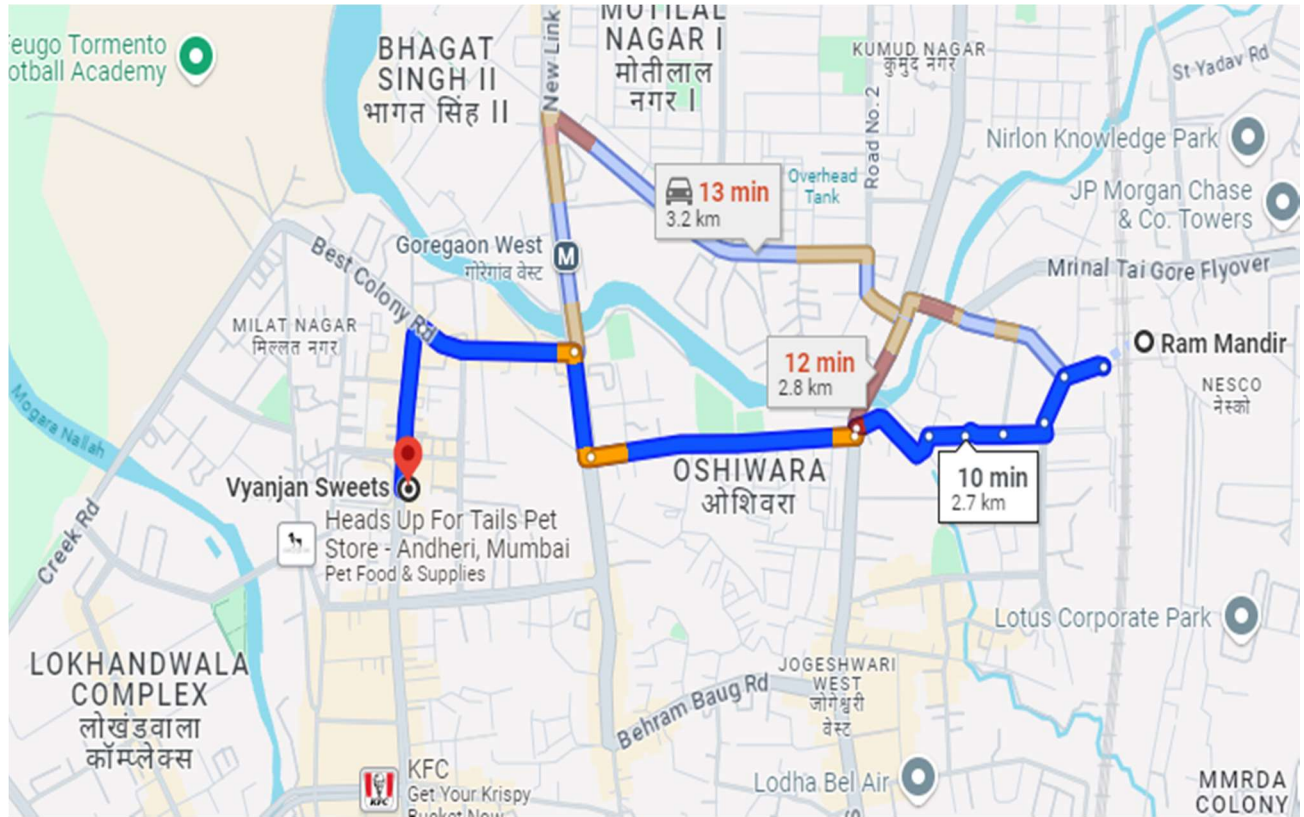
**By Order of the Board of Directors
For Shalimar Productions Limited**

Sd/-

**Place: Mumbai
Date: 06/09/2024**

**Tilokchand Kothari
Chairman and Director
DIN: 00413627**

ROUTE FOR THE VENUE OF ANNUAL GENERAL MEETING



VENUE: “VYANJAN BANQUET HALL” - 46, First Floor, Oshiwara Link Plaza, Next to Oshiwara Police Station, Near Maheshwari Bhawan, Above “ Vyanjan” Sweets, Link Road, Extn, Andheri (West), Mumbai-4000102.

INTENTIONALLY LEFT BANK

SHALIMAR PRODUCTIONS LIMITED**CIN: L01111MH1985PLC228508**

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

Tel.: 022-45170487, Website: www.shalimarpro.com E-mailId:contact@shalimarpro.com

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 **39th Annual General Meeting** of the Company held on Monday, **30th September 2024** at **10.00 a.m.** at **“Vyanjan Banquet Hall” 46, First Floor, Oshiwara Link Plaza, Next to Oshiwara Police Station, Near Maheshwari Bhawan, Above “ Vyanjan” Sweets, Link Road, Extn, Andheri (West), Mumbai-4000102.**

Signature of Shareholder/Proxy holder

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).....

SHALIMAR PRODUCTIONS LIMITED

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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
39th Annual General Meeting of the Company to be held on Monday, **30th September 2024 at
10.00 a.m. at “Vyanjan Banquet Hall” 46, First Floor, Oshiwara Link Plaza, Next to
Oshiwara Police Station, Near Maheshwari Bhawan, Above “Vyanjan” Sweets, Link Road,
Extn, Andheri (West), Mumbai-4000102** and at any adjournment thereof in respect of such
resolutions as are indicated below:

Ordinary Business	Special Business
1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and the Auditors thereon 2. To appoint a Director in place of Mr. Tilokchand Kothari (DIN: 00413627), who retires by rotation and being eligible, offers himself for re-appointment	3. Re-appointment of Ms. Madhubala Vaishnaw as an Independent Director for second term 4. Appointment of Mr. Kaushal Yadav as an Independent Director for first term 5. Appointment of Ms. Anju Pareek, as an Independent Director for first term 6. To increase the borrowing limit of the Company 7. To authorize under section 186 of the Companies Act, 2013 8. To approve Material Related Party Transactions with Trisha Studios Limited 9. To approve Material Related Party Transactions 10. To approve Change in the Object clause of the Company 11. Re-classification of person forming part of the Promoter from Promoter category to Public Shareholder

Signed this _____ day of _____ 2024.

Signature of Shareholder
(holders)

Signature of the proxy

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 commencement 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.