

# Shalimar Productions Limited

2<sup>nd</sup> December, 2024

**BSE Limited**  
Corporate Services Department,  
Dalal Street, Fort  
Mumbai – 400001.

Ref: Scrip ID: - SHALPRO Scrip Code:- 512499

**Subject: Notice of Extra-Ordinary General Meeting to be held on 25<sup>th</sup> December, 2024**

Dear Sir,

Pursuant to the applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of Extra-Ordinary General Meeting of the Members of the Company to be held on 25<sup>th</sup> December, 2024.

Kindly take the same on your record and oblige.

Thanking You

Yours Faithfully

For Shalimar Productions Limited

\_\_\_\_\_  
Tilokchand Kothari  
Director  
DIN: 00413627





# Shalimar Productions Limited

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra-Ordinary General Meeting (01/2024-2025) (hereinafter known as 'EGM') of the members of **SHALIMAR PRODUCTIONS LIMITED** will be held on Monday, 25<sup>th</sup> December, 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-400102 to transact the following business:

### **SPECIAL BUSINESS**

#### **1. To increase authorised share capital of the Company**

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 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactment's thereof, for the time being in force and applicable provisions of Articles of Association of the company, the consent of the members be and is hereby accorded, to increase the Authorised Share Capital of the Company from existing Rs. 135,00,00,000/- (Rupees One Hundred Thirty Five Crores only) divided into 135,00,00,000 (One Hundred Thirty Five Crores) Equity Shares of Rs. 1/- (Rupee One only) each to Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 150,00,00,000 (One Hundred Fifty Crores) Equity Shares of Rs. 1/- (Rupees One only) each.

**RESOLVED FURTHER THAT** the increased authorized equity share capital shall rank pari - passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the company be and is hereby accorded to alter the the existing 'Clause V' of the Memorandum of Association of the company by substituting the following:

**"V : The Authorised Share Capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 150,00,00,000 (One Hundred Fifty Crores) Equity Shares of Rs. 1/- (Rupee One only) each."**

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and are hereby authorised to sign and execute all the necessary documents, papers, etc. and file Form SH-7 and other necessary forms, if any, with the Registrar of Companies and do all such acts as may be considered appropriate to give effect to the above resolution."

#### **2. To approve appointment of Anju Pareek as an Independent Director of the Company**



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

**“RESOLVED THAT** Ms. Anju Pareek (DIN: 07144713) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective December 02, 2024, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (‘Act’) read with related Rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Anju Pareek (DIN: 07144713), who has been appointed as an Additional Director (Non-Executive, Independent) of the Company, and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing December 02, 2024 till December 01, 2029 (both days inclusive).

### **3. To approve appointment of Mr. Shubham Gupta as an Independent Director 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** Mr. Shubham Gupta (DIN: 10130851) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective 26<sup>th</sup> September, 2024, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (‘Act’) read with related Rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Shubham Gupta (DIN:10130851), who has been appointed as



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an Additional Director (Non-Executive, Independent) of the Company, and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing September 26, 2024 till September 25, 2029 (both days inclusive).

#### **4. To approve appointment of Mrs. Shiwaginee Jaiswal as an Independent Director 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** Mrs. Shiwaginee Jaiswal (DIN: 08763022) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective 26<sup>th</sup> September, 2024, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (‘Act’) read with related Rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Shiwaginee Jaiswal (DIN: 08763022), who has been appointed as an Additional Director (Non-Executive, Independent) of the Company, and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing September 26, 2024 till September 25, 2029 (both days inclusive).

#### **5. To approve remuneration of Mr. Vikramjit Singh Gill, Directors**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Vikramjit Singh Gill, (DIN: 08875328) Director as well as Chief Financial Officer of the Company, for the financial year 2024-25 and such subsequent years as per the terms and conditions detailed below, subject to the limits set forth in the Act:





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1. **Remuneration:** Fixed Salary of ₹25,000/- (Rupees Twenty Five Thousands Only) per month.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Vikramjit Singh Gill as the minimum remuneration, subject to the limits specified under Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and Nomination and Remuneration Committee be and is hereby authorized to alter or vary the terms of remuneration as it may deem fit and to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution.

## 6. To approve Remuneration of Mr. Tilokchand Kothari, Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Tilokchand Kothari, (DIN: 00413627) Director a of the Company, for the financial year 2024-25 and such subsequent years as per the terms and conditions detailed below, subject to the limits set forth in the Act:

1. **Remuneration:** Fixed Salary of ₹30,000/- (Rupees Twenty Five Thousands Only) per month.
2. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging including during business trips and provision of car(s) for use on Company’s business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
3. **Other terms:** The Board of Directors and the Nomination and Remuneration Committee are authorized to alter or vary the terms of remuneration within the scope of the applicable provisions of the Act.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Tilokchand Kothari as the minimum remuneration, subject to the limits specified under Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time.



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**RESOLVED FURTHER THAT** the Board of Directors and Nomination and Remuneration Committee be and is hereby authorized to alter or vary the terms of remuneration as it may deem fit and to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution.

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

**Place: Mumbai**  
**Date: 02/12/2024**

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

Sd/-

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

## NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Notice of EGM. No extra attendance slip and/or Notice of EGM will be provided at the venue of the Extra-Ordinary General Meeting. Also, Route map to the venue of meeting is enclosed.
3. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
4. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.
5. 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,



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

6. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself. The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
7. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Members' reference available on the Company's website under Investor resources. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
9. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, Members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
10. Electronic copy of the Notice of Extra-Ordinary General Meeting is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same.
11. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Extra-Ordinary General Meeting at the registered office of the Company.
12. Members holding shares in the physical form are requested to notify changes in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. Adroit Corporate Services (P) Ltd., 19/20, Jafferbhoy Industrial Estate, 1st floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059, the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.
13. Members are requested to notify the change in address, if any, to the Company quoting their Folio Numbers, Name and number of shares held by them etc.
14. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.



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15. For security reasons, no article/baggage will be allowed at the venue of the meeting.
16. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
17. The Explanatory Statement pursuant to Section 102 of the Act in respect of the special business under agenda Items set out above are annexed hereto.
18. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of EGM.
19. The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e., 20<sup>th</sup> December, 2024 then the member may obtain Login ID and other e-Voting related details from the Company.
20. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
21. **DECLARATION OF RESULTS ON THE RESOLUTIONS:**  
The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), within 2 working days from the conclusion of the EGM, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.shalimarpro.com> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the proceedings to BSE Limited and National Stock Exchange Limited, where the securities of the Company are listed. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e., 25<sup>th</sup> December, 2024.

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

The remote e-voting period begins on December 22, 2024 at 09:00 A.M. and ends on December 24, 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. December 20, 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 December 20, 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.	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</p>



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	<p><b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where</p>



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	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.**

	Helpdesk details
<b>Login type</b>	
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**



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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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).

**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 [cs@mayankarora.co.in](mailto:cs@mayankarora.co.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://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](mailto: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](mailto: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](mailto: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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM).



# Shalimar Productions Limited

- 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 EGM 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 December 20, 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. December 20, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@adroitcorporate.com](mailto:info@adroitcorporate.com)
- VI. Mr. Mayank Arora, Practising Company Secretary, on behalf of Mayank Arora & Co. (Peer Reviewed Firm), MN: F10378 and COP No.: 13609 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 EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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](http://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 City,  
Mumbai, Maharashtra, India,  
400053

**Place: Mumbai**  
**Date: 02/12/2024**

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

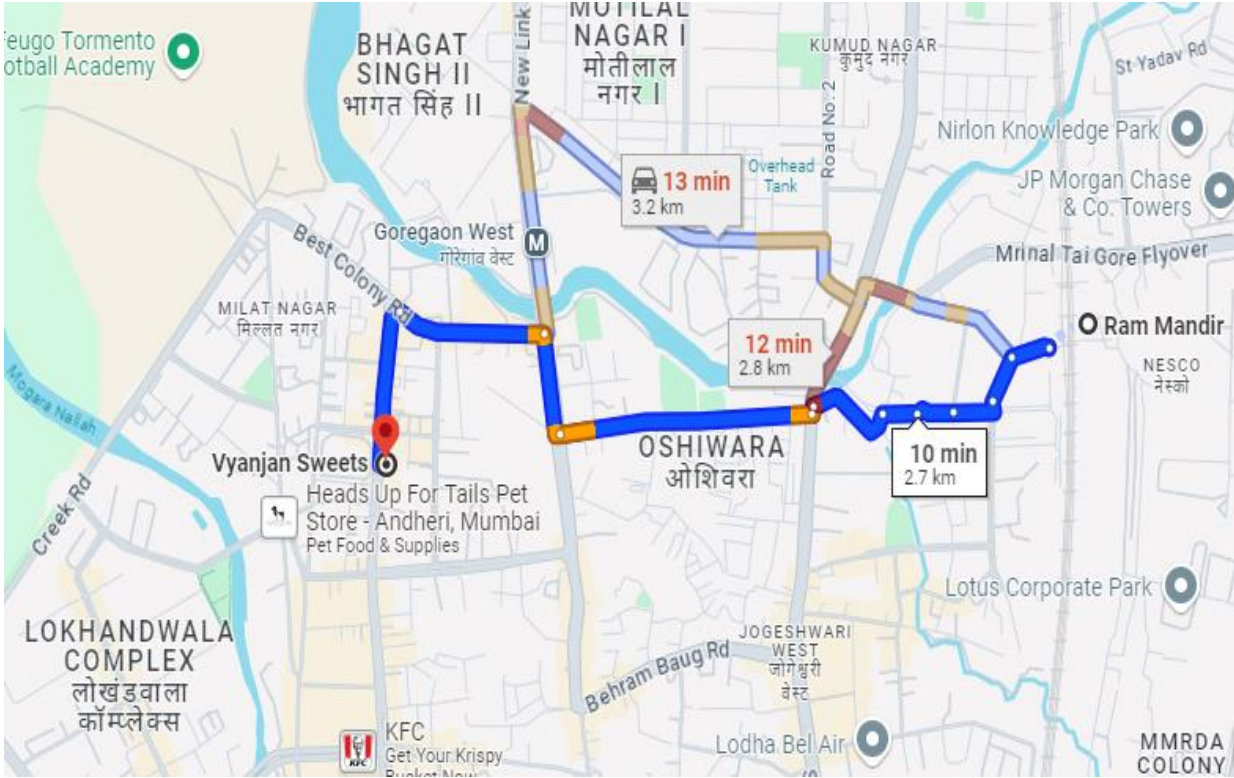
Sd/-

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



# Shalimar Productions Limited

## ROUTE MAP



**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





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

### SPECIAL BUSINESS

#### ITEM NO 01

#### TO INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY

The Board of Directors of the Company in its meeting held on November 13, 2024 decided for the infusion of additional equity share capital of the Company. The present Authorised Share Capital of the Company is Rs. 135,00,00,000/- (Rupees One Hundred Thirty Five Crores only) divided into 135,00,00,000 (One Hundred Thirty Five Crores) Equity Shares of Rs. 1/- (Rupees One only) each. Considering the growth objectives and expansion plans of the Company, the Board of Directors have proposed to increase the Authorised Share Capital of the Company from existing Rs. 135,00,00,000/- (Rupees One Hundred Thirty Five Crores only) divided into 135,00,00,000 (One Hundred Thirty Five Crores) Equity Shares of Rs. 1/- (Rupees One only) each each to Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 150,00,00,000 (One Hundred Fifty Crores) Equity Shares of Rs. 1/- (Rupees One only) each.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders by way of an ordinary resolution is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company.

#### **Reason:**

The increase in the authorised share capital is proposed to support the future growth and expansion plans of the company. It enables the company to issue additional equity shares when required, ensuring that it has adequate financial flexibility to raise capital for business activities, operational requirements, and other strategic initiatives.

#### **Benefits:**

- 1. Enhances Capital Raising Capability:**  
The increase in authorised share capital provides the company with the flexibility to raise additional funds by issuing new shares as and when required.
- 2. Supports Growth and Expansion:**  
It facilitates the availability of funds for scaling operations, entering new markets, or undertaking new projects.
- 3. Improves Financial Flexibility:**  
With a higher authorised share capital, the company is better positioned to attract investments and accommodate future funding requirements without delays.
- 4. Strengthens Stakeholder Confidence:**  
It reassures shareholders and investors about the company's capacity to meet long-term commitments and sustain growth.
- 5. Legal Compliance:**  
A timely increase in authorised capital ensures compliance with corporate law and regulations, avoiding disruptions in the company's financial planning.



The Memorandum of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company during business hours on any working day upto the date of the Meeting and will be kept open during the continuation of the Meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 1 to this Notice.

None of the Directors are, deemed to be concerned or interested, except their shareholding, in the aforementioned resolution.

The Board commends the Ordinary Resolution set out at Item No.1 of the Notice for approval by the Members of the Company.

## **ITEM NO 02**

### **TO APPROVE APPOINTMENT OF ANJU PAREEK AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company, at its meeting held on 2<sup>nd</sup> December 2024, appointed Ms. Anju Pareek (DIN: 07144713) as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013. As per the provisions of the said section, Ms. Anju Pareek holds office as an Additional Director only up to the date of the next General Meeting or within a period of three months from the date of her appointment, whichever is earlier.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Anju Pareek in for the office of Director of the Company. In view of the qualifications, experience, and expertise of Ms. Anju, Pareek the Board considers it desirable and in the best interest of the Company to appoint her as an Independent Director for a term of five consecutive years, commencing from November 30, 2024 and expiring on November 29, 2029, in compliance with Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI LODR.

Further, in accordance with Section 149(10) of the Companies Act, 2013, an Independent Director shall not be liable to retire by rotation. Ms. Anju Pareek has confirmed that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and has consented to act as a Director of the Company if appointed.

The Board of Directors is of the view that the association of Ms. Anju Pareek as an Independent Director will be beneficial to the Company and therefore recommends her appointment.

**The Board of Directors recommends the Special Resolution as set out in the Notice for the approval of the members.**

**Further, as per Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**



# Shalimar Productions Limited

*“The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.*

*Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A):*

*Provided further that an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.”*

## **Background:**

The proposal for the appointment of Ms. Anju Pareek as Independent Director was placed before the shareholders at the 39<sup>th</sup> Annual General Meeting (AGM) of the Company. However, the appointment could not be confirmed due to the lack of requisite votes at the meeting, and consequently, the resolution was not passed.

## **Justification for Recommending the Appointment of Ms. Anju Pareek:**

The Nomination and Remuneration Committee and the Board of Directors unanimously recommend the appointment of Ms. Anju Pareek. This recommendation underscores the Board’s confidence in her ability to contribute meaningfully to the Company’s objectives and ensure the best interests of all stakeholders. Her appointment is expected to bring diversity of thought and an independent perspective to the Board.

In view of the above, the Board recommends the proposed resolution for approval by the members.

Details required as per Secretarial Standard-2 is provided in **Annexure-A**.

Except Ms. Anju Pareek, none of the Directors or Key Managerial Personnel of the Company, or their relatives, are in any way financially or otherwise concerned or interested in the resolution.

## **ITEM NO. 3**

### **TO APPROVE APPOINTMENT OF MR. SHUBHAM GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company, at its meeting held on 26<sup>th</sup> September 2024, appointed Mr. Shubham Gupta (DIN: 10130851) as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013. As per the provisions of the said section, Mr. Shubham Gupta holds office as an Additional Director only up to the date of the next General Meeting or within a period of three months from the date of his appointment, whichever is earlier.



# Shalimar Productions Limited

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Shubham Gupta for the office of Director of the Company. In view of the qualifications, experience, and expertise of Mr. Shubham Gupta, the Board considers it desirable and in the best interest of the Company to appoint him as an Independent Director for a term of five consecutive years, commencing from September 26, 2024 and expiring on September 24, 2029, in compliance with Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI LODR.

Further, in accordance with Section 149(10) of the Companies Act, 2013, an Independent Director shall not be liable to retire by rotation. Mr. Shubham Gupta has confirmed that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and has consented to act as a Director of the Company if appointed.

The Board of Directors is of the view that the association of Mr. Shubham Gupta as an Independent Director will be beneficial to the Company and therefore recommends his appointment.

**The Board of Directors recommends the Special Resolution as set out in the Notice for the approval of the members.**

**Further, as per Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

*“The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.*

*Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A):*

*Provided further that an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.”*

In view of the above, the Board recommends the proposed resolution for approval by the members.

Details required as per Secretarial Standard-2 is provided in **Annexure-A**.

Except Mr. Shubham Gupta, none of the Directors or Key Managerial Personnel of the Company, or their relatives, are in any way financially or otherwise concerned or interested in the resolution.





## ITEM NO 4

### **TO APPROVE APPOINTMENT OF MRS. SHIWAGINEE JAISWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company, at its meeting held on 26<sup>th</sup> September 2024, appointed Mrs. Shiwaginee Jaiswal (DIN:08763022) as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013. As per the provisions of the said section, Mrs. Shiwaginee Jaiswal holds office as an Additional Director only up to the date of the next General Meeting or within a period of three months from the date of her appointment, whichever is earlier.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Shiwaginee Jaiswal for the office of Director of the Company. In view of the qualifications, experience, and expertise Mrs. Shiwaginee Jaiswal, the Board considers it desirable and in the best interest of the Company to appoint him as an Independent Director for a term of five consecutive years, commencing from December 25, 2024 and expiring on December 24, 2029, in compliance with Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI LODR.

Further, in accordance with Section 149(10) of the Companies Act, 2013, an Independent Director shall not be liable to retire by rotation. Mrs. Shiwaginee Jaiswal has confirmed that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and has consented to act as a Director of the Company if appointed.

The Board of Directors is of the view that the association of Mrs. Shiwaginee Jaiswal as an Independent Director will be beneficial to the Company and therefore recommends his appointment.

**The Board of Directors recommends the Special Resolution as set out in the Notice for the approval of the members.**

**Further, as per Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

*“The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.*

*Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A):*

*Provided further that an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.”*



In view of the above, the Board recommends the proposed resolution for approval by the members.

Details required as per Secretarial Standard-2 is provided in **Annexure-A**. Except Mrs. Shiwaginee Jaiswal, none of the Directors or Key Managerial Personnel of the Company, or their relatives, are in any way financially or otherwise concerned or interested in the resolution.

The Board recommends the resolution for approval by the members as an Ordinary Resolution.

## ITEM NO. 5

### **Approval of Remuneration of Mr. Vikramjit Singh Gill, Director and CFO**

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, has approved the remuneration payable to Mr. Vikramjit Singh Gill (DIN: 08875328), Director as well as Chief Financial Officer of the Company, subject to the approval of shareholders.

The Board recognizes the significant contribution made by Mr. Gill in his dual role and considers his remuneration of ₹25,000/- per month to be commensurate with his qualifications, experience, and the responsibilities he undertakes in managing the Company's financial and strategic functions.

Key Terms of Remuneration:

1. **Fixed Salary:** ₹25,000/- (Rupees Twenty-Five Thousand Only) per month.
2. **Minimum Remuneration:** In the event the Company has no profits or its profits are inadequate, the remuneration shall be paid as minimum remuneration in accordance with the limits prescribed under Schedule V of the Companies Act, 2013, or any other limits as may be prescribed from time to time.
3. **Future Modifications:** The Board and Nomination and Remuneration Committee are authorized to alter or vary the terms of remuneration, subject to compliance with applicable laws.

Rationale:

This remuneration is within the limits specified under Sections 197, 198, and Schedule V of the Companies Act, 2013. Considering the current financial position and scope of operations, the proposed remuneration is reasonable and in line with industry standards.

Pursuant to the provisions of Schedule V to the Companies Act, in case of no profits or inadequate profits during the tenure of appointment of a managerial personnel (i.e. Managing Director, Whole-time Director or Manager), remuneration [**Or other director or Directors**] shall be paid as per the applicable slab prescribed based on the 'Effective Capital' of the Company.

Mr. Vikramjit Singh Gill is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. He holds the position of Chief Financial Officer and is instrumental in overseeing the financial stability and compliance of the Company.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Vikramjit Singh Gill and Ms. Kiran Kaur (CEO and a relative of Mr. Vikramjit Singh Gill), are in any way concerned or interested,



financially or otherwise, in the resolution set out at Item No. 6. The Board recommends the passing of the resolution as set out in Item No. 5 of the Notice as an Ordinary Resolution.

Annexure-B-for further Information.

## ITEM NO. 6

### Approval of Remuneration of Mr. Tilokchand Kothari, Director

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, has approved the remuneration payable to Mr. Tilokchand Kothari (DIN: 00413627), Director of the Company, for the financial year 2024-25 and subsequent years. The approval of members is sought in accordance with the provisions of Sections 197, 198, and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Considering Mr. Kothari's expertise, experience, and significant contributions to the Company, the Board has proposed a fixed remuneration of ₹30,000/- (Rupees Thirty Thousand only) per month, which is considered appropriate for the duties and responsibilities undertaken by him.

In the event of inadequacy or absence of profits during any financial year, the proposed remuneration will be treated as minimum remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013, or any amendments thereto.

The key terms of remuneration are as follows:

- **Remuneration:** Fixed Salary of ₹30,000/- per month.
- **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging including during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
- **Other terms:** The Board of Directors and the Nomination and Remuneration Committee are authorized to alter or vary the terms of remuneration within the scope of the applicable provisions of the Act.

Pursuant to the provisions of Schedule V to the Companies Act, in case of no profits or inadequate profits during the tenure of appointment of a managerial personnel (i.e. Managing Director, Whole-time Director or Manager), remuneration [**Or other director or Directors**] shall be paid as per the applicable slab prescribed based on the 'Effective Capital' of the Company.

As Mr. Tilokchand Kothari is a Director of the Company, this resolution is proposed as an Ordinary Resolution. None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Tilokchand Kothari, is interested in or concerned with the resolution.

Annexure-B-for further Information.

The Board recommends the resolution for your approval as set out in Item No. 6 of the Notice.



## Annexure A

### 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. 2, 3 and 4

<b>Name of the Directors</b>	Ms. Anju Pareek	Mrs. Shiwaginee Jaiswal	Mr. Shubham Gupta
<b>DIN</b>	07144713	08763022	10130851
<b>Date of Birth</b>	03/01/1975	08/04/1996	24/08/1995
<b>Date of First appointment on the Board</b>	02/12/2024	26/09/2024	26/09/2024
<b>Experience including expertise in specific functional area/Brief Resume</b>	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.	Mrs. Shiwaginee Jaiswal is a graduate with over seven years of experience in the field of Corporate Laws, Banking, Finance and Legal.	Mr. Shubham Gupta is a graduate and has more than 3 years of experience in the fields of accounts, Finance & Statutory Compliance relating to accounts.
<b>Remuneration last drawn</b>	-	-	-
<b>Remuneration proposed to be paid *</b>	-	-	-
<b>Terms and Conditions of Appointment/Reappointment</b>	As per Item No. 2 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 December 25, 2024, not liable to retire by rotation.		
<b>Directorships in other Companies (Excluding Foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. Visagar Financial Services Limited</li> <li>2. Maharashtra Corporation Limited</li> <li>3. Trisha Studios Limited</li> </ol>	<ol style="list-style-type: none"> <li>4. Shree Securities Ltd.</li> <li>5. Kanani Industries Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Shree Securities Ltd.</li> </ol>



# Shalimar Productions Limited

<b>Memberships / Chairpersonships of other companies **</b>	<p><b>1. Visagar Financial Services Limited</b> Chairman in SRC and NRC and Member of Audit Committee</p> <p><b>2. Maharashtra Corporation Limited</b> Chairman in SRC and Member of Audit Committee and NRC</p> <p><b>3. Trisha Studios Limited</b>  Member of Audit Committee Chairman of SRC</p>	<p><b>1. Shree Securities Limited-</b> Chairman in SRC and Member of NRC and Audit Committee</p> <p><b>2. Kanani Industries Limited –</b> Member of SRC, NRC and Audit Committee</p>	-
<b>Listed entities from which the Director has resigned in the past three years</b>	-	<p>1. Sofcom Systems Limited</p> <p>2. J Taparia Projects Ltd</p>	-
<b>No. of shares held in the Company (including shareholding as a beneficial owner)</b>	-	-	-
<b>Relationship with other Directors/KMPs</b>	-	-	-
<b>No. of Board Meetings attended during the year</b>	-	03	03
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	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.	Mrs. Shiwaginee Jaiswal is a graduate with over seven years of experience in the field of Corporate Laws, Banking, Finance and Legal.	Mr. Shubham Gupta is a graduate and has more than 3 years of experience in the fields of accounts, Finance & Statutory Compliance relating to accounts.

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

**Place: Mumbai**  
**Date: 02/12/2024**

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

Sd/-

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





## Annexure-B

Disclosure pursuant to Section 197 read with Schedule V Part II (B) of the Companies Act, 2013 are disclosed hereunder: Information pursuant to Regulation 36(3) as applicable of Securities Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 and Secretarial Standard on General Meeting with regards to the Director seeking appointment/re-appointment in the forthcoming Extra Ordinary General Meeting (in pursuance of Schedule V of the Companies Act, 2013)

<b>Name of the Director</b>	Vikramjit Singh Gill	Tilokchand Kothari
<b>DIN</b>	08875328	00413627
<b>Qualification</b>	Graduation in B. A.	
<b>Experience / expertise in specific functional areas</b>	Having 7 plus years of experience in the field of Media and Entertainment	Having more than 25 plus years of experience in the field of Media and entertainment, accountancy, compliances, corporate actions and so more
<b>Number of equity shares held in the Company</b>	None	76,45,700
<b>Remuneration to be paid</b>	25000/- PM	30000/- PM
<b>Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20th June, 2018.</b>	Mr. Vkrarnjit Singh Gill is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mr. Tilokchand Kothari is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

## General Information: -

<b>Nature of Industry</b>	<b>Media and Entertainment</b>
<b>Date or expected date of commencement of commercial production</b>	NA
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	NA
<b>Financial performance based on given indicators</b>	The details of financial performance of the Company for the years 2021-2022, 2022-2023, and 2023-2024 are provided in the Annual Report which as available on the website- <a href="http://www.shalimarpro.com">www.shalimarpro.com</a>



# Shalimar Productions Limited

Foreign investments or collaborations, if any.	NA
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## Other Information

Reasons of loss or inadequate profits	The company is into profits and is trying to increase its operations for future growth
Steps taken or proposed to be taken for improvement	The company is focusing on launching its own OTT platform to drive profitability through a growing subscription base.
Expected increase in productivity and profits in measurable terms	The company anticipates an increase in profitability as its upcoming OTT platform gains traction and is expected to generate recurring revenue and drive long-term financial growth.

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

**Place: Mumbai**  
**Date: 02/12/2024**

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

Sd/-

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



# Shalimar Productions Limited

## Form No. MGT-11

### Proxy Form

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

**CIN:** L01111MH1985PLC228508

**Name of the Company:** Shalimar Productions Limited

**Venue of the Meeting:** “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-400102.

**Date and Time:** Monday, 25<sup>th</sup> December, 2024 at 10:00 A.M.

I/We, being the member(s) of ..... shares of the above-named company, hereby appoint

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her as my/our Proxy to attend vote (for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, 25<sup>th</sup> December, 2024 at 10:00 A.M, “**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-400102. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Number of Shares Held	For	Against
1.	To increase authorized Share Capital of the Company			
2.	To approve appointment of Anju Pareek as an Independent Director of			



# Shalimar Productions Limited

	the Company			
3.	To approve appointment of Mr. Shubham Gupta as an Independent Director of the Company			
4.	To approve appointment of Mrs. Shiwaginee Jaiswal as an Independent Director of the Company			
5.	To approve remuneration of Mr. Vikramjit Singh Gill, Director			
6.	To approve remuneration of Mr. Tilokchand Kothari, Director			

\*\* This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signed this ..... Day of ..... 2024

Signature of shareholder.....

Signature of Proxy holder(s) .....

Affix One Rupee Revenue Stamp

Note:

a. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

### ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

The e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	December 22, 2024 at 09:00 A.M.
<b>End of e-voting</b>	December 24, 2024 at 05:00 P.M.

- The cut-off date for the purpose of e-voting is 20<sup>th</sup> December 2024.



# Shalimar Productions Limited

## SHALIMAR PRODUCTIONS LIMITED

L01111MH1985PLC228508

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

Tel.: 022-45170487, Website: [www.shalimarpro.com](http://www.shalimarpro.com) E-mail Id: [contact@shalimarpro.com](mailto: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:

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I hereby record my presence at the **Extra-Ordinary General Meeting** of the Company held on Monday, **25<sup>th</sup> December 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-400102.

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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

## MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

### POLLING PAPER

FOR EXTRA-ORDINARY GENERAL MEETING SCHEDULED on Monday, the 25<sup>th</sup> day of December, 2024 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-400102 AT 10:00 A.M.

Sr. No.	Particulars	Details
1.	Name of the first named shareholder (in block letters)	
2.	Postal Address	
3.	Registered Folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share Equity	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Sr. No.	Resolution	No. of Shares Held	For	Against
1.	To increase authorized Share Capital of the Company			
2.	To approve appointment of Anju Pareek as an Independent Director of the Company			
3.	To approve appointment of Mr. Shubham Gupta as an Independent Director of the Company			
4.	To approve appointment of Mrs. Shiwaginee Jaiswal as an Independent Director of the Company			
6.	To approve remuneration of Mr. Vikramjit Singh Gill, Director			



# Shalimar Productions Limited

7.	To approve remuneration of Mr. Tilokchand Kothari, Director			
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Place:

Date:

(Signature of the Shareholder) (Name & Signature of the Proxy)

Note: Proxy who are attending and voting in this Extra-Ordinary General Meeting on behalf of members are requested to first write their name before signing it