



# Shalimar Productions Limited

Regd. Off. : A-9, Shree Siddhivinayak Plaza, Plot No. B-31, Off Link Road, Andheri West), Mumbai - 400 053.  
Tel./Fax : 6550 1200 • www.shalimarpro.com • email : contact@shalimarpro.com CIN : L01111MH1985PLC228508

Date: 06.09.2019

The Secretary, Listing Department  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street  
Mumbai-400 001  
Scrip Code: 512499

**Sub: Annual Report for the F.Y. 2018-19 and Notice of Annual General Meeting to be held on September 30, 2019.**

Dear Sirs,

Pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable Regulations, please find attached herewith the Annual Report for the Financial Year 2018-19 and Notice of Annual General Meeting of the members of the Company to be held on Monday, 30<sup>th</sup> September, 2019.

The said report and Annual Report for FY 2018-19 is available on the website of the Company at [www.shalimarpro.com](http://www.shalimarpro.com)

Thanking you,

Yours Faithfully,  
For Shalimar Productions Limited



  
Tilokchand Kothari  
Director  
DIN: 00413627

# SHALIMAR PRODUCTIONS LIMITED

34<sup>TH</sup> ANNUAL REPORT 2018-19

**COMPANY INFORMATION**

**BOARD OF DIRECTORS**

Shri Tilokchand Kothari	:	Chairman & Executive Director
Shri Chandra Shekhar Sharma	:	Director & Chief Financial Officer
Ms. Kiran Kaur	:	Chief Executive Officer
Smt. Madhu Bala Vaishnav-Independent	:	Non Executive Director (Appointed w.e.f 08.03.19)
Shri Kuldeep Kumar- Independent	:	Non Executive Director (Appointed w.e.f 08.03.19)
Shri Sanjay Rajak	:	Non Executive Director (Appointed w.e.f 24.04.19)
Smt. JignashaKhut- Independent	:	Non Executive Director (Resigned w.e.f 24.04.19)
Smt. Renu Sharma- Independent	:	Non Executive Director (Resigned w.e.f 24.04.19)
Shri Sainath Mhatre	:	Non Executive Director (Resigned w.e.f 08.03.19)
Shri Suraj Kadam	:	Non Executive Director (Resigned w.e.f 08.03.19)
Shri Pankaj Jayantilal Dave	:	Managing Director (Resigned w.e.f 24.04.19)

**COMPANY SECRETARY**

Ms. Preeti Panchal

**SECRETARIAL AUDITOR**

Ms. Pooja Jain  
Practising Company Secretary

**STATUTORY AUDITOR**

M/s. S C Mehra & Associates LLP  
Chartered Accountants

**REGISTERED OFFICE**

A-9, Shree Siddhivinayak Plaza,  
Plot No. B - 31, Off Link Road,  
Andheri (W), Mumbai - 400 053.  
Tel: 022- 65501200

**REGISTRAR & SHARES TRANSFER AGENT**

**Adroit Corporate Services (P) Limited**

19/20,Jafferbhoy Industrial Estate,  
1<sup>st</sup> floor, Makwana Road,  
Marol Naka, Andheri (East),  
Mumbai - 400 059  
Tel.No. 2859 6060/2850 3748  
[www.adroitcorporate.com](http://www.adroitcorporate.com)

**BANKERS**

HDFC Bank Ltd  
Bank of Rajasthan

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**SHALIMAR PRODUCTIONS LIMITED**

**CIN: L01111MH1985PLC228508**

Registered Office: A-9, Shree Siddhivinayak Plaza, Plot No. B-31, Off Link Road, Andheri (West), Mumbai-400053. Tel: 022-65501200, Website: [www.shalimarpro.com](http://www.shalimarpro.com), Email: [contact@shalimarpro.com](mailto:contact@shalimarpro.com)

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of **M/s. SHALIMAR PRODUCTIONS LIMITED** will be held on Monday, **30<sup>th</sup> September 2019** at 12:00 p.m. at CKP Hall, Tejpal Scheme Road-4, Udyan Vikas Society, Vile Parle East, Vile Parle, Mumbai-400057, India, to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 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.

**SPECIAL BUSINESS**

3. Regularisation of Additional Director, Ms. Madhu Bala Vaishnav, by appointing her as Director of the Company and in this regard to pass the following Resolution as an Ordinary Resolution with or without modification (s):

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Ms. Madhu Bala Vaishnav (DIN: 08376551), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 8<sup>th</sup> March, 2019 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office upto September, 2024 or as on the date of 39<sup>th</sup> Annual General Meeting, whichever

is earlier and not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Kuldeep Kumar (DIN: 08373716), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 8<sup>th</sup> March, 2019 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office upto September, 2024 or as on the date 39<sup>th</sup> Annual General Meeting, whichever is earlier and not liable to retire by rotation.”

5. Regularisation of Additional Director, Mr.Sanjay Rajak, by appointing her as Director of the Company and in this regard to pass the following Resoltion as an Ordinary Resolution with or without modification (s):

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sanjay Rajak (DIN:08417877), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 24<sup>th</sup> April, 2019 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office upto September, 2024 or as on the date 39<sup>th</sup> Annual General Meeting, whichever is earlier and not liable to retire by rotation.”

Registered Office:  
A-9, Shree Siddhivinayak Plaza,  
Plot No. B-31, Off Link Road, Andheri (West),  
Mumbai – 400053, Tel: 022-65501200  
Website: [www.shalimarpro.com](http://www.shalimarpro.com)  
Email: [contact@shalimarpro.com](mailto:contact@shalimarpro.com)  
Place: Mumbai  
Date: 14<sup>th</sup> August, 2019

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

Sd/-  
Tilokchand Kothari  
**Chairman and 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/ apointment pursuant to Regulation 36(3) of the Secutities and Exchange Board of India (Listng 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. **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 INSTURMENT 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.

3. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

4. 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.
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 25, 2019 to September 30, 2019** (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, 1<sup>st</sup> 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 2018-19 and Notice of the 34<sup>th</sup> Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode. 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](mailto:contact@shalimarpro.com) by providing their DP Id and Client Id as reference.
17. Members may also note that the Notice of the 34<sup>th</sup> Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.shalimarpro.com](http://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. Preeti Panchal, 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 dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
20. The route map showing directions to reach the venue of the 33<sup>rd</sup> Annual General Meeting is annexed herewith the Notice.



**Instructions for remote e-voting are as under:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **27<sup>th</sup>September 2019 (9.00 am)** and ends on **29<sup>th</sup>September 2019(5:00 pm)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23<sup>rd</sup>September 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.*

4. 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***

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) 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).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.