

Pursuant to Clause 31 of the Listing Agreement

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING (ADJOURNED) HELD ON 19<sup>TH</sup> OCTOBER, 2013

ORDINARY BUSINESS:

1.	Ordinary Resolution  "RESOLVED THAT the audited Balance Sheet as at 31 <sup>st</sup> March, 2013 and the Profit and Loss Account for the year ending 31 <sup>st</sup> March, 2013 together with the Auditors' Report and the Director's Report thereon along with the annexures thereto, be and the same are hereby received, considered and adopted."  On being put to vote the resolution was carried out unanimously.
2.	Ordinary Resolution  "RESOLVED THAT Mr. Tilokchand Kothari, a Director of the Company who retires by rotation at this meeting, being eligible for re-appoint, be and is hereby re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."  On being put to vote the resolution was carried out unanimously.
3.	Ordinary Resolution  "RESOLVED THAT M/s. Lakhpat M Trivedi & Co., Chartered Accountant, Mumbai, be and is hereby re-appointed as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on remuneration to be decided by the Board of Directors plus out-of-pocket expenses that may be incurred by the said M/s. Lakhpat M Trivedi & Co. for discharging their duties as Auditor of the company".  On being put to vote the resolution was carried out unanimously.

SPECIAL BUSINESS:

4.	Ordinary Resolution  "RESOLVED THAT Mr. Pankaj Jayantilal Dave, who was appointed as an Additional Director of the Company by the Board of Director, who holds office under Section 260 of the Companies Act, 1956, until the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director, who has given his consent to act as director and declaration in form DD-A, be and is hereby appointed as a Director of the Company liable to retire by rotation."  On being put to vote the resolution was carried out unanimously.
5.	Ordinary Resolution  "RESOLVED THAT pursuant to the provisions of Sections 198, 269 and other applicable provisions of the companies Act, 1956, read with schedule XIII to the companies Act, 1956, consent of the Members of the Company be and hereby accorded to the appointment of Mr. Pankaj Dave, to be designated as a Managing Director of the company for a period of five years effective 19 <sup>th</sup> December, 2012 to 18 <sup>th</sup> December, 2017 and no remuneration is being paid."  On being put to vote the resolution was carried out unanimously.

For Shalimar Productions Limited

  
(Tilokchand Kothari)  
Director

