





# 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

Ref. No. \_\_\_\_\_

Date : \_\_\_\_\_

## UNDER CLAUSE 31 OF THE LISTING AGREEMENT

### PROCEEDINGS OF THE RESOLUTIONS PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF SHALIMAR PRODUCTIONS LIMITED HELD ON 16<sup>th</sup> MARCH, 2013.

#### SPECIAL BUSINESS:

#### 1. Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 ("Act") and subject to approval of the Hon'ble Bombay High Court, the SCHEME OF AMALGAMATION made between VISAGAR MEDIA LIMITED, the Transferor Company with SHALIMAR PRODUCTIONS LIMITED, the Transferee Company, as circulated along with the notice of the meeting, a copy of which is placed before the meeting and for the purpose of identification signed by the Chairman thereof, be and is hereby approved and agreed to.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall deem to include any committee or any person(s) which the Board may nominate or constitute to exercise its powers, including the powers conferred under this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise with regard to the implementation of the above amalgamation including combination of authorised capitals, including passing of such accounting entries and/or making such adjustments in the books of account as considered necessary to give effect to the above Resolution or to carry out such modifications/directions as may be ordered by the Hon'ble High Court of Judicature at Bombay to implement the aforesaid Resolution."

For Shalimar Productions Limited

Place: Mumbai  
Date: 16.03.2013

  
Chairman