

SHALIMAR PRODUCTIONS LIMITED

Regd. Off: A-9, Shree Siddhivinayak Plaza, Plot No. B-31, Off Link Road, Andheri (West),
Mumbai - 400053
Tel: 022- 65501200, Email: contact@shalimarpro.com, Website: www.shalimarpro.com
CIN: L01111MH1985PLC228508

POSTAL BALLOT NOTICE

To
The Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to transact the following Special Business by the Members of the Company by passing the Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions Annexed herewith. The Statement to be annexed to Notice under Section 102(1) of the Act, setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with Postal Ballot Form for your consideration. The Board of Directors has appointed Dr. S K Jain, Practicing Company Secretary as Scrutinizer for concluding the voting process through Postal Ballot in accordance with law and in a fair and transparent manner. You are requested to carefully read the Notes printed on the back of the Postal Ballot Form and return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer on or before the close of the business hours on 6th September 2014 which has been fixed as the last date of receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

In compliance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide an option to the Members holding shares in Demat Form and in Physical Form, to vote in the Postal Ballot by way of electronic voting / e-voting to enable Members to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities to the Members of the Company, it may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed on the back of the Postal Ballot Notice. In case the Member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered. The e-voting facility is available at the link www.evotingindia.com till close of the business hours on 6th September, 2014.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner. The Chairman of the Company authorized by the Board of Directors of the Company will announce the result of the Postal Ballot on the close of Business hours on 9th September 2014 at the Registered Office of the Company located at A-9, Shree Siddhivinayak Plaza, Plot No. B-31, Off. Link Road, Andheri (West), Mumbai - 400053 besides being communicated to the Bombay Stock Exchange Ltd. The result of the Postal Ballot will also be displayed at the Registered Office address and posted on the Company's website www.shalimarpro.com. The result of Postal Ballot shall also be announced through Newspaper Advertisement. The date of declaration of results of the Postal Ballot will be taken to be the date of passing of the Resolutions.

Accordingly, this Notice is hereby given to the Members of the Company for seeking their approval by way of Postal ballot for the following Special Resolutions together with Statement as required under Section 102, of the Companies Act, 2013, setting out the material facts and reasons for the Resolutions, along with Postal Ballot Form for your consideration.

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SPECIAL BUSINESS

1. Borrowing limits of the Company:

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

"RESOLVED THAT the consent of the Members of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board And Its Powers) Rules, 2014 to the Board of Directors of the Company to borrow any sum or sums of money from time to time, notwithstanding that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans and working capital facility obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of Paid-up Share Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose, provided, however, that the total amount upto which moneys may be borrowed shall not exceed the aggregate of Paid-up Share Capital and Free Reserves of the Company by not more than the sum of Rs. 100 Crores (Rupees One Hundred Crores Only) at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or Committee of the Board be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary."

2. Creation of Charge / Mortgage on assets of the Company:

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

"RESOLVED THAT the consent of the Members of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 (the Act), read with Companies (Meeting of Board And Its Powers) Rules, 2014 and other enabling provisions of law, if any, to create mortgage and /or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors (which term shall include any Committee thereof) in its absolute discretion may deem fit and proper, on the whole or substantially the whole of the Company's anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable, comprised in any undertaking both present and future of the Company to secure the borrowing upto an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) by way of working capital facilities, issue of non-convertible debentures, bonds, term loans, and /or other instruments including foreign currency borrowings as the Board may in its absolute discretion deem fit, to be availed or issued in one or more branches, from the lenders / eligible persons / investors including non-residents, and upon such terms and conditions, as may be decided by the Board.

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RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient to the mortgages and / or charges already created or to be created in future by the Company, as may be agreed to between the Company's Board of Directors and the Lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolution, the Board or Committee of the Board be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary."

3. Loan / Guarantee / Security and Investment by the Company:

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

"**RESOLVED THAT** in supersession of all earlier Resolutions passed by the Company and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of Board And Its Powers) Rules, 2014 and Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force and all other provisions of the applicable law(s) and subject to the approval(s) / consent(s) of such appropriate authorities, as may be required under any statute for the time being in force and in terms of Memorandum and Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Board of Directors (which term shall include any Committee thereof) of the Company to make loans to any person or other Body Corporate, give any guarantee or provide security in connection with a loan to any other Body Corporate or person and make investment from time to time by way of subscription, purchase from existing Shareholders or otherwise in the securities (including Equity Ordinary Shares , Preference Shares or any other kind of instruments, whether convertible or not) of any other Body Corporate in excess of Sixty Percent of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or One Hundred Percent of the Free Reserves and Securities Premium Account of the Company, whichever is higher subject to other conditions and/ or exemptions specified in the said Section 186, upto an amount of Rs. 100 Crores (Rupees One Hundred Crores Only), over and above the higher of the limits of Sixty Percent of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or One Hundred Percent of the Free Reserves and Securities Premium Account of the Company, whichever is higher as the Board may in its absolute discretion deem beneficial and in the interest of the Company and the Shareholders, Members do hereby confirm and ratify, the existing loans, investments, guarantees made already.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalize the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required to be signed on the behalf of the Company, in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

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By Order of the Board
For Shalimar Productions Limited

Sd/-
Director

Place: Mumbai
Date: 25.07.2014

NOTES

1. Explanatory Statement and reasons for the proposed Resolutions stated hereinabove, pursuant to Section 102(1) of the Companies Act, 2013("the Act") read with the Companies (Management and Administration) Rules, 2014.
2. The Board of Directors at its meeting held on 25th July 2014 has appointed M/s. S. K. Jain & Company, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members as on 4th August 2014.
4. The Resolutions shall be taken as passed effectively on the date of declaration of the result. The result will be declared on or before 9th September, 2014 at the Registered Office of the Company located at A-9, Shree Siddhivinayak Plaza, Plot No. B-31, Off. Link Road, Andheri (West), Mumbai - 400053. The result will also be published in the Newspaper.
5. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday and Sunday Between 12.00 noon to 2:00 p.m. upto the date of declaration of results. The Registered Office of the Company is located at A-9, Shree Siddhivinayak Plaza, Plot No. B-31, Off. Link Road, Andheri (West), Mumbai - 400053.

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EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 and 2

As per the provisions of Clause (c) of Sub-Section (1) of Section 180 of the Companies Act, 2013, the Board of Directors of the Company shall not borrow any sum or sums of money in excess of the aggregate of the Paid-up Share Capital and Free Reserves of the Company unless the same is authorised by the Members of the Company by way of Special Resolution.

Similarly, as per the provisions of Clause (a) of Sub-Section (1) of Section 180 of Companies Act, 2013, the Board of Directors of the Company shall not create charge / mortgage / hypothecate the movable and / or immovable properties of the Company unless the same is authorized by the Members of the Company by way of Special Resolution.

The Board of Directors accordingly recommends the Special Resolutions set out at item Nos. 1 and 2 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or their Relatives are in any way concerned or interested in the Resolutions, except to the extent of their equity holdings in the Company.

ITEM NO.3

In terms of Section 186 of the Companies Act, 2013, the Board of Directors of the Company has been permitted to make loans, give guarantees, provide securities to any person or other Body Corporate and make investments in securities by way of subscription, purchase or otherwise the securities of any Body Corporate to the extent of Sixty Percent of the Paid-up Share Capital and Free Reserves and Securities Premium Account or One Hundred Percent of its Free Reserves and Securities Premium Account, whichever is higher.

However prior approval of the Members is required by way of Special Resolution where the aggregate of Loans and Investments made, Guarantees given and Securities provided exceed the aforesaid limits.

The Board of Directors are seeking consent in terms of Section 186 of the Companies Act, 2013 of the Members of the Company by way of Special Resolution through Postal Ballot to the extent of Rs. 100 Crores (Rupees One Hundred Crores Only) over and above the following limit namely (i) Sixty Percent of the aggregate of its Paid-up Share Capital and Free Reserves and Security Premium Account or (ii) One Hundred Percent of its Free Reserves and Securities Premium Account, whichever is higher.

The Board of Directors accordingly recommend the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

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None of the Directors or Key Managerial Personnel (KMP) or their Relatives are in any way concerned or interested in the Resolution, except to the extent of their equity holdings in the Company.

By order of the Board
For Shalimar Productions Limited

Sd/-
Director

Place: Mumbai
Date: 25.07.2014

INSTRUCTIONS FOR E-VOTING

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend	Enter the Dividend Bank Details as recorded in your demat account or in the

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Bank Details	company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 8th August 2014 and ends on 6th September 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. :

1. Name and Registered Address of the sole / first named Shareholder :
2. Name(s) of Joint-Holder(s), if any (in block letters) :
3. Registered Folio No./DP ID No./Client ID No.* :
(*applicable to shareholders holding shares in Dematerialised Form)
4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 25th July 2014, issued by the Company by sending my/our assent / dissent to the said Special Resolution by placing the tick mark (P) in the appropriate column below:

Item No.	Option	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution for borrowing limits of the Company			
2.	Special Resolution for Creation of Charge / Mortgage on assets of the Company			
3.	Special Resolution for Loan / Guarantee / Security and Investment by the Company			

Place :

Date :

(Name of the Shareholder)

Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD

Note: Please read the instructions printed overleaf carefully before exercising the vote.

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INSTRUCTION

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer i.e. Dr. S. K. Jain in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the shareholder will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
3. Duly completed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on 6th September, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
4. The votes should be cast either in favour or against by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing [✓] in both the columns will render the form invalid.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
6. In case of shares held by Companies, Trusts, Societies etc, the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of Board Resolution / Authority Letter.
7. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
8. A Shareholder need not use all the votes or cast all the votes in the same way.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
10. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made there under and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all the Members of the Company to send their assent or dissent in respect of the Resolutions through Postal Ballot / e-voting contained in Notice dated 25th July, 2014.
11. Kindly note that the shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa, however, in case shareholders cast their vote by both physical Postal Ballot and e-voting, then voting done through valid physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.

Please note instructions for e-voting has been mentioned in pages ahead which shall be followed by Members while voting.