

Report of Scrutinizer

**[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]**

To,

The Chairman of 29th Annual General Meeting of the shareholders of Shalimar Productions Limited will be held at 03.00 P.M. on Tuesday, September 30, 2014 at 1008/1009, Gold Crest Centre, LT Road, Borivali West, Mumbai- 400092.

Dear Sir,

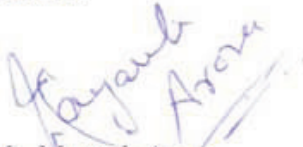
I, Dr. S. K. Jain, Practicing Company Secretary, have been appointed by the Board of Directors of Shalimar Productions Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 29th Annual General Meeting of the Shareholders of Shalimar Productions Limited to be held on 30th September 2014 at 1008/1009, Gold Crest Centre, LT Road, Borivali West, Mumbai- 400092.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to the voting through electronic means on the resolutions contained in the Notice to the 29th Annual General Meeting of the Shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the Authorised Authority to provide e-voting facilities, engaged by the Company.



Further to the above, I submit my report as under:

- i. The e-voting period commences on 22nd September, 2014 (10:00 A.M.) to 24th September, 2014 (06:00 P.M.).
- ii. The members of the Company as on the "Cut off date" i.e. 29th August, 2014 were entitled to vote on resolutions (item No. 1 to 5 as set out in the Notice of the 29th AGM of the Company)
- iii. The votes cast were unblocked on September 24, 2014 after 6.00 P.M in the presence of two witnesses, Mr. Mayank Arora and Ms. Honey Magia who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Mayank Arora



Name: Ms. Honey Magia

- iv. Thereafter, the details containing inter-alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited and based on such reports generated, the result of the e-voting is as under:



Item No. 1

Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the Year ended 31st March 2014 with the report of Directors and Auditors thereon.

Promoter/ Public	No. of Shares Held	No. of votes Polled	Interested Party voted in favour of the Resolution	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (7) = [(3/2)] * 100	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes polled (10) = [(8/5)] * 100	% of votes against on valid votes polled (11) = [(9/5)] * 100
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		
Promoter and Promoter Group	169417519	130420446	0	130420446	0	76.98%	130420446	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	814910794	1514225	0	1514225	0	0.19%	1514225	0	100%	0
Total	984328313	131934671	0	131934671	0	13.40%	131934671	0	100%	0

Voted in favour of the Resolution:

Sr. No.	Category	Number of votes in favour	% of votes in favour to Total valid votes i.e. 131934671
1.	Promoter and promoter group	130420446	98.85%
2.	Public Financial Institution	0	0
3	Public – Others	1514225	1.15%
	Total	131934671	100%



Voted in against of the Resolution:

Sr. No.	Category	Number of votes against	% of votes against to valid votes i.e. 131934671
1.	Promoter and promoter group	0	0
2.	Public Financial Institution	0	0
3.	Public – Others	0	0
	Total	0	0

Item No. 2

Ordinary Resolution: To appoint a Director in place of Mr. Tilokchand Kothari (DIN: 00413627) who retires by rotation and being eligible offers himself for re-appointment.

Promoter/ Public	No. of Shares Held	No. of votes Polled	Interested Party voted in favour of the Resolution	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6)	(7) = [(3/2)]* 100	(8)	(9)	(10) = [(8/5)]*100	(11) = [(9/5)]* 100
Promoter and Promoter Group	169417519	130420446	0	130420446	0	76.98%	130420446	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	814910794	1514225	0	1514225	0	0.19%	1514125	100	99.99%	0.01%
Total	984328313	131934671	0	131934671	0	13.40%	131934571	100	100%	0.00%



Voted in favour of the Resolution:

Sr. No.	Category	Number of votes in favour	% of votes in favour to Total valid votes i.e. 131934671
1.	Promoter and promoter group	130420446	98.85%
2.	Public Financial Institution	0	0
3	Public – Others	1514125	1.15%
	Total	131934571	100%

Voted in against of the Resolution:

Sr. No.	Category	Number of votes against	% of votes against to valid votes i.e. 131934671
1.	Promoter and promoter group	0	0
2.	Public Financial Institution	0	0
3	Public – Others	100	0.00%
	Total	100	0.00%



Item No. 3

Ordinary Resolution: To appoint M/s. Lakhpat M Trivedi & Co., Chartered Accountant (Reg No: 109047), Mumbai.

Promoter/ Public	No. of Shares Held	No. of votes Polled	Inter- ested Party voted in favour of the Resolu- tion	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstand- ing Shares	No. of Votes in Favour	No. of Votes again- st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6)	(7)= [(3/2)]*1 00	(8)	(9)	(10) = [(8/5)]*1 00	(11) = [(9/5)]* 100
Promoter and Promoter Group	169417519	130420446	0	130420446	0	76.98%	130420446	0	100%	0
Public Instituti- onal holders	0	0	0	0	0	0	0	0	0	0
Public Others	814910794	1514225	0	1514225	0	0.19%	1514225	0	100%	0
Total	984328313	131934671	0	131934671	0	13.40%	131934671	0	100%	0

Voted in favour of the Resolution:

Sr. No.	Category	Number of votes in favour	% of votes in favour to Total valid votes i.e. 131934671
1.	Promoter and promoter group	130420446	98.85%
2.	Public Financial Institution	0	0
3	Public – Others	1514225	1.15%
	Total	131934671	100%



Voted in against of the Resolution:

Sr. No.	Category	Number of votes against	% of votes against to valid votes i.e. 131934671
1.	Promoter and promoter group	0	0
2.	Public Financial Institution	0	0
3	Public – Others	0	0
	Total	0	0

Item No. 4

Ordinary Resolution: To appoint Mr. Chandrasekhar Sharma as an Independent Director.

Promoter/ Public	No. of Shares Held	No. of votes Polled	Intereste d Party voted in favour of the Resolutio n	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstan ding Shares	No. of Votes in Favour	No. of Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6)	(7)= [(3/2)]* 100	(8)	(9)	(10) = [(8/5)]* 100	(11) = [(9/5)]* 100
Promote r and Promote r Group	169417519	130420446	0	130420446	0	76.98%	130420446	0	100%	0
Public Instituti onal holders	0	0	0	0	0	0	0	0	0	0
Public Others	814910794	1514225	0	1514225	0	0.19%	1514125	100	99.99%	0.01%
Total	984328313	131934671	0	131934671	0	13.40%	131934571	100	100%	0.00%



Voted in favour of the Resolution:

Sr. No.	Category	Number of votes in favour	% of votes in favour to Total valid votes i.e. 131934671
1.	Promoter and promoter group	130420446	98.85%
2.	Public Financial Institution	0	0
3	Public – Others	1514125	1.15%
	Total	131934571	100%

Voted in against of the Resolution:

Sr. No.	Category	Number of votes against	% of votes against to valid votes i.e. 131934671
1.	Promoter and promoter group	0	0
2.	Public Financial Institution	0	0
3	Public – Others	100	0.00%
	Total	100	0.00%



Item No. 5

Ordinary Resolution: To appoint Mr. Abhishek Palaparthi as an Independent Director.

Promoter/ Public	No. of Shares Held	No. of votes Polled	Inter- ested Party voted in favour of the Resolu- tion (4)	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstand- ing Shares	No. of Votes in Favour	No. of Votes again- st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6)	(7) = [(3/2)]*100	(8)	(9)	(10) = [(8/5)]*100	(11) = [(9/5)]*100
Promoter and Promoter Group	169417519	130420446	0	130420446	0	76.98%	130420446	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	814910794	1514225	0	1514225	0	0.19%	1514125	100	99.99%	0.01%
Total	984328313	131934671	0	131934671	0	13.40%	131934571	100	100%	0.00%

Voted in favour of the Resolution:

Sr. No.	Category	Number of votes in favour	% of votes in favour to Total valid votes i.e. 131934671
1.	Promoter and promoter group	130420446	98.85%
2.	Public Financial Institution	0	0
3	Public – Others	1514125	1.15%
	Total	131934571	100%



Voted in against of the Resolution:

Sr. No.	Category	Number of votes against	% of votes against to valid votes i.e. 131934671
1.	Promoter and promoter group	0	0
2.	Public Financial Institution	0	0
3	Public – Others	100	0.00%
	Total	100	0.00%

All the Resolutions stands passed through E-voting with Requisite Majority.

I hereby confirm that Register and all other papers relating to electronic voting shall remain in my safe custody until the Chairman consider, approve and signs the Minutes and thereafter I shall return the Register and all other related paper to the Company.

**Thanking You,
Yours faithfully,**



**Name/s and Signature/s of the Scrutinizer/s
Dr. S. K. Jain
Practicing Company Secretary**

Place: Mumbai
Dated: 25/09/2014