

SAGAR PRODUCTIONS LIMITED

40th ANNUAL REPORT 2018-19

COMPANY INFORMATION

BOARD OF DIRECTORS & KMP

- Kalakad Sathi -Whole-time Director
- Hemlata Chanda-Non-Executive Independent Director
- Sunil Kumar-Chairman and Executive Director (w.e.f 09.01.2019)
- Abhishek Parashar-Non- Executive, Independent (w.e.f- 26.02.2019)
- Tanuraj Adhikari-Non-Executive, Independent Director (w.e.f.-26.02.2019)
- Sakar Brijnath Watal (Non- Executive Director) w.e.f 30.03.2019
- Sunil Kumar – CFO (w.e.f -30.03.2019)
- Shalu Sharma-Company Secretary & Compliance Officer (w.e.f 24.05.2019)

REGISTERED OFFICE: B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai MH 400053

PHONE – 9167199122

EMAIL ID: splgrive@rediffmail.com

WEBSITE: www.sagarproductions.com

REGISTRAR AND SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt Ltd.

Address: 23, R. N. Mukherjee Road, 5th Floor,
Kolkata- 700 001.

Phone: 033-22482248, 22435809

Fax: 033-22484787

Email id: info@mdpl.in

Website: www.mdpl.in

AUDITORS:

S C Mehra & Associates LLP
Chartered Accountants

SECRETARIAL AUDITORS:

Miss Pooja Jain
Practising Company Secretary

BANKERS:

HDFC Bank Ltd.
The Pratap Co-Op Bank Ltd

CONTENTS

- Company Information
- Notice of Annual General Meeting
- Directors' Report
- Management Discussion and Analysis
- Certification
- Independent Auditor's Report
- Annexure to the Auditors' report
- Annual Accounts

SAGAR PRODUCTIONS LIMITED

CIN: L93000MH1980PLC170432

Registered Office: B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai MH
400053

Tel No.: 9167199122 E-mail id: splgrive@rediffmail.com

Website: www.sagarproductions.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting of the Members of **M/s. SAGAR PRODUCTIONS LIMITED** will be held on Monday, 30th day of September, 2019 at 1.00 p.m. at 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, 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 March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on Equity shares of Re. 0.02 (2%) per share on 4,01,42,125 Equity shares for the financial year ended March 31, 2019.

SPECIAL BUSINESS

3. Regularisation of Additional Director, Mr. Sunil Kumar, by appointing him 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 to the Companies Act, 2013, Mr. Sunil Kumar (DIN:08324531), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 09th January, 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 Mr. Sunil Kumar as a candidate for the

office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company commencing from 09th January, 2019 and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient and incidental for the purpose of giving effect to the said resolution.”

4. Regularisation of Additional Director, Mr. Abhishek Parashar, by appointing him as Independent 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 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby accorded for the appointment of Mr. Abhishek Parashar (DIN: 08371934), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from 26th February, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

5. Regularisation of Additional Director, Mr. Tanuraj Adhikari, by appointing him as Independent 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 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby accorded for the appointment of Mr. Tanuraj Adhikari (DIN:08373737), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from 26th February, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

6. Regularisation of Additional Director, Mr. Sakar Brijnath Watal, by appointing him as Non-Executive 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 provision of 149, 152 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) Mr. Sakar Watal (DIN:08403467) who was appointed as an Additional Director of the Company with effect from 30th March, 2019 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and

is hereby appointed as Director of the Company whose office shall be liable to retire by rotation. The Company have agreed to pay him monthly remuneration of 15,000/-.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient and incidental for the purpose of giving effect to the said resolution.”

7. Re-appointment of Mr. Kalakad S. Sathi as Whole-time Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 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 V to the Companies Act, 2013 the consent of the Company, be and is hereby accorded for the re-appointment of Mr. Kalakad S Sathi (DIN : 00150876) as a Whole-time Director of the Company for a period of five years effective from 27th August, 2019, on such terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Sathi.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/ or the Nomination and Compensation Committee be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

Registered Office:

B-403 Crystal Plaza, New Link Road,
Andheri (W) Mumbai MH 400053
Website: www.sagarproductions.com
E-mail: splgrive@rediffmail.com
Tel: 9167199122

By Order of the Board of Directors
For Sagar Productions Limited

Place: Mumbai
Date: 29.08.2019

Kalakad Sathi
Whole-time Director
DIN: 00150876

NOTES:

- 1. 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.** Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
2. The Explanatory Statement, pursuant to Section 102 of the 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/ appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing 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.
3. A route map giving directions to reach the venue of the AGM is provided.

4. 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.
5. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. 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.
7. The Company has notified closure of Register of Members and Share Transfer Books from 24th September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of annual book closure.
8. Additional information pursuant to Regulations of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
9. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.
10. Members are requested to:
 - i) Bring their copy of Annual Report to the Meeting.
 - ii) 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.
 - iii) Quote their Registered Folio Nos. on all correspondence with the Company
 - iv) Register their e-mail address, if not already registered for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - v) Notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers, if shares are held by them in physical form. Those

- holding shares in dematerialized form should send the above information to the respective Depository Participants.
- vi) Intimate the Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd., for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
 - vii) Convert 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.
11. 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. Maheshwari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700 001.
 12. 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 2.00 p.m. prior to the date of the Meeting.
 13. The Annual Report 2018-19 and Notice of the 40th 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.
 14. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.sagarproductions.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. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: splgrive@rediffmail.com.

15. **Voting through electronics means:**

- 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 Central Depository Services Limited (CDSL).
- 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. Mr. Veenit Pal, Practising Company Secretary, Proprietor of Veenit Pal & Associates, Company Secretaries, ACS 25565, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. The remote e-voting period commences on 27th September, 2019 (9:00 a.m.) and ends on 29th 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 23rd September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. The process and manner for remote e-voting are as under:
 1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on Shareholders

3. Enter their User ID
 - a. For CDSL use the 16-digit beneficiary ID
 - b. For NSDL use the 8-character DP ID followed by a 8-digit Client ID
 - c. Members holding shares in the physical Form should enter the Folio Number registered with the Company.
4. Next, enter the Image Verification as displayed and Click on Login
5. If shareholders hold shares in demat form and have previously logged on to www.evotingindia.com and have voted earlier on a poll of any company, then the existing password is to be used.
6. First time users should follow the following steps:

| For Members holding shares in demat and physical forms | |
|---|---|
| PAN | <p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 8 digits of the sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in the dd/mm/yyyy format) as recorded in your demat account or in the Company records to login. • If both the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (3) |

7. After entering these details appropriately, click on 'SUBMIT' tab

8. Members holding shares in the physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
9. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for **SAGAR PRODUCTIONS LIMITED** to vote.
11. 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.
12. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
13. 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.
14. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on 'Click here to print' option on the voting page.
16. If a demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on 'FORGOT PASSWORD' and enter the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please

follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sagarproductions.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mr. Sunil Kumar was appointed by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 as an Additional Director on the Board with effect from 09th January, 2019. Mr. Sunil Kumar holds office as a Director of the Company upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing candidature of Mr. Sunil Kumar under Section 160 of the Companies Act, 2013 for the office of Director of the Company.

The Board of Directors is of the view that his skill and experience can prove beneficial for the growth of the Company and therefore recommends the aforesaid resolution for your consideration and approval as an Ordinary Resolution.

Mr. Sunil Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except Mr. Sunil Kumar is, in anyway, concerned or interested in the above resolution.

ITEM NO: 4

Mr. Abhishek Parashar (DIN- 08371934) was appointed as an Additional Non-Executive Independent Director w.e.f. 26th February, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended regularization of Mr. Abhishek Parashar as an Independent Non-Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

Section 149 and Section 152 inter alia specifies that:

(a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and

(b) An Independent Director shall not be liable to retire by rotation at the AGM.

In the opinion of the Board Mr. Abhishek Parashar is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independent of the management of the Company. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during Normal Business Hours on any working day. Members may note that the requisite declarations under Section 149(7) of the Companies Act, 2013 have been furnished by the Independent Non-Executive Directors confirming compliance with the provisions of Section 149 (6) of the Companies Act, 2013. Upon the confirmation of her appointment as Independent Non-Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Non-Executive Director. The Board accordingly recommends the Resolutions at Item No. 4 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Abhishek Parashar is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.4 of this Notice.

ITEM NO: 5

Mr. Tanuraj Adhikari (DIN- 08373737) was appointed as an Additional Non-Executive Independent Director w.e.f. 26th February, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended regularization of Mr. Tanuraj Adhikari as an Independent Non-Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

Section 149 and Section 152 inter alia specifies that:

- (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the AGM.

In the opinion of the Board Mr. Tanuraj Adhikari is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independent of the management of the Company. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during Normal Business Hours on any working day. Members may note that the requisite declarations under Section 149(7) of the Companies Act, 2013 have been furnished by the Independent Non-Executive Directors confirming compliance with the provisions of Section 149 (6) of the Companies Act, 2013. Upon the confirmation of her appointment as Independent Non-Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Non-Executive Director. The Board accordingly recommends the Resolutions at Item No. 5 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Tanuraj Adhikari is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.4 of this Notice.

ITEM NO: 6

Mr. Sakar Brijnath Watal was appointed by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 as an Additional Director on the Board with effect from 30th March, 2019. Mr. Watal holds office as a Director of the Company upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing candidature of Mr. Watal under Section 160 of the Companies Act, 2013 for the office of Non-Executive Director of the Company.

The Board of Directors is of the view that his skill and experience can prove beneficial for the growth of the Company and therefore recommends the aforesaid resolution for your consideration and approval as an Ordinary Resolution.

Mr. Sakar Brijnath Watal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except Mr. Sakar Brijnath Watal is, in anyway, concerned or interested in the above resolution.

ITEM NO. 7

At the Annual General Meeting of the Company held on 29th September, 2014, the Members of the Company had approved the appointment and terms of remuneration of Mr. Kalakad Sundaram Sathi (DIN 00150876), Whole Time Director of the Company for a period of 5 years w.e.f. 28th August, 2014. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure in the field of Finance, the Board of Directors of the Company at its meeting held on 27.08.2019, has re-appointment Mr. Kalakad Sundaram Sathi as a Whole Time Director for a period of 5 years w.e.f. 27.08.2019, subject to approval of the members of the Company. Mr. Kalakad Sundaram Sathi aged 56 years, is a Commerce Graduate.

The terms and condition of his re-appointment are as under:

Period: For the period of 5 years w.e.f. 27.08.2019

Remuneration: 1. Basic Salary: 2,40,000 (Rupees Two Lakhs Forty Thousand Only) per annum, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the HR policy of the Company;

2. He shall be not be entitled to any perquisites, benefits, and allowance.

3. Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Kalakad Sundaram Sathi if any in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);

4. Mr. Kalakad Sundaram Sathi shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Kalakad Sundaram Sathi under Section 190 of the Act.

Details of Mr. Kalakad Sundaram Sathi are provided in the "Annexure" to the Notice. Mr. Kalakad Sundaram Sathi is interested in the resolution set out at Item No. 7 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except as a member of the Company, if any.

The Board recommends the special resolution set out at Item No. 7 of the Notice for approval by the members.

Annexure to Notice

Details of the Directors seeking appointment/re-appointment at the Annual General Meeting

(Pursuant to Regulation 36 (3) of the Listing Regulations, 2015 & Secretarial Standards-2 on General Meetings)

| | |
|---|---|
| Name of Director | Mr. Sunil Kumar |
| DIN | 08324531 |
| Date of Birth | 01/12/1983 |
| Date of Appointment | 09/01/2019 |
| Brief Profile | Mr. Sunil Kumar is currently working as an Asst. Director for various films and short stories. Also, has worked for few Ads and Web Series for YouTube and Amazon Prime. He also acquired more than 8 years of experience in the field of marketing and sales. He possesses great skill of Direction of making of movies and also various other required skills for production of movies. He has done Graduation in the stream of Arts. He has been successfully managing his role in the production of movies for the Company. |
| Qualifications | Arts Graduate |
| Directorship in other Public limited Companies | NIL |
| No. of Shares held in the Company Own Beneficial Basis | NIL NIL |
| Relationship with other Directors, Manager and other Key Managerial Personnel | NONE |

| | |
|---|------|
| Chairman/Member of the Committee of the Board of Directors of the Company | NONE |
| Chairman/Member of the Committee of the Board of Directors of other Public Companies* | NONE |

The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.

| | |
|---|--|
| Name of Director | Mr. Abhishek Parashar |
| DIN | 08371934 |
| Date of Birth | 16/11/1995 |
| Date of Appointment | 26/02/2019 |
| Brief Profile | Mr. Abhishek Parashar has done graduation in field of commerce. He possesses great Analytical skills required for the business. He has also acquired good knowledge in the field of Media. |
| Qualifications | Commerce Graduate |
| Directorship in other Public limited Companies | NIL |
| No. of Shares held in the Company | |
| Own | NIL |
| Beneficial Basis | NIL |
| Relationship with other Directors, Manager and other Key Managerial Personnel | NONE |
| Chairman/Member of the Committee of the Board of Directors of the Company | Member in Audit Committee, Nomination & Remuneration Committee & Chairman of Stakeholders Relationship Committee. |
| Chairman/Member of the Committee of the Board of Directors of other Public Companies* | <u>Osiajee Textfab Limited</u> 1. Audit Committee-Member 2. Stakeholders' Relationship Committee-Member 3. Nomination and Remuneration Committee- Member |

The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.

| | |
|---|--|
| Name of Director | Mr. Tanuraj Adhikari |
| DIN | 08373737 |
| Date of Birth | 25/11/1977 |
| Date of Appointment | 26/02/2019 |
| Brief Profile | Mr. Tanuraj Adhikari has done graduation in field of Science. He possesses great Analytical skills required for the business. He has also acquired good knowledge in the field of Media. |
| Qualifications | Science Graduate |
| Directorship in other Public limited Companies | NIL |
| No. of Shares held in the Company Own | NIL |
| Beneficial Basis | NIL |
| Relationship with other Directors, Manager and other Key Managerial Personnel | NONE |
| Chairman/Member of the Committee of the Board of Directors of the Company | Member in Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee. |
| Chairman/Member of the Committee of the Board of Directors of other Public Companies* | <u>Osiajee Texfab Limited</u> 1. Audit Committee-Chairman 2. Stakeholders' Relationship Committee-Member- Chairman 3.Nomination and Remuneration Committee-Member |

The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.

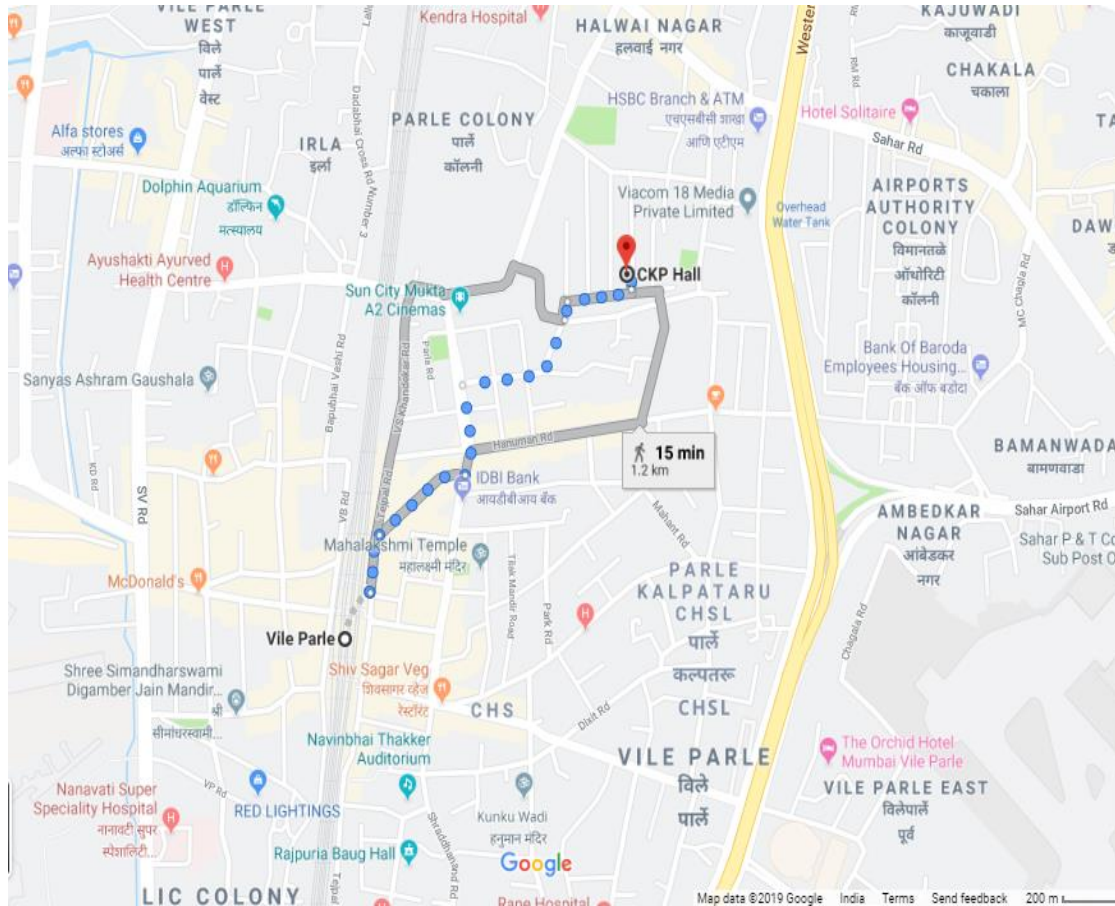
| | |
|---|--|
| Name of Director | Mr. Sakar Watal |
| DIN | 08403467 |
| Date of Birth | 07/07/1979 |
| Date of Appointment | 30/03/2019 |
| Brief Profile | Mr. Sakar Watal has done BE-IT. He is working as Film business consultant. He worked for few TV serials and magazines as well. He is great in PR skills he also possesses leadership quality and analytical quality required for this field. |
| Qualifications | Bachelor of Information Technology |
| Directorship in other Public limited Companies | NIL |
| No. of Shares held in the Company Own | NIL |
| Beneficial Basis | NIL |
| Relationship with other Directors, Manager and other Key Managerial Personnel | NONE |
| Chairman/Member of the Committee of the Board of Directors of the Company | NONE |
| Chairman/Member of the Committee of the Board of Directors of other Public Companies* | NONE |

The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.

| | |
|---|---|
| Name of Director | Mr. Kalakad Sathi |
| DIN | 00150876 |
| Date of Birth | 22-06-1963 |
| Date of Appointment | 22.01.2007 |
| Brief Profile | Mr. Sathi is a Commerce Graduate and has an experience of 22 years in the field of Finance. He has been associated with the Company since 2007 and since then has been involved in decision making and day to day operations of the Company |
| Qualifications | Commerce Graduate |
| Directorship in other Public limited Companies | None |
| No. of Shares held in the Company Own Beneficial Basis | Nil Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel | None |
| Chairman/Member of the Committee of the Board of Directors of the Company | None |
| Chairman/Member of the Committee of the Board of Directors of other Public Companies* | None |

**The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.*

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



Venue: 2nd Floor, CKP Hall, Tejpal Scheme Road-4, Udyan Vikas Society, Vile Parle (East), Vile Parle, Mumbai- 400057

DIRECTORS' REPORT

The Members,
SAGAR PRODUCTIONS LIMITED

Your Directors are pleased to present their **40th Annual Report** together with the Audited Financial Statements for the financial year ended March 31, 2019 and the Auditors Report thereon.

1. Business Performance

(Rs. In Lacs)

| PARTICULARS | YEAR ENDED 31.03.2019 | YEAR ENDED 31.03.2018 |
|-----------------------------|----------------------------------|----------------------------------|
| Revenue from operations | 845.00 | 955.56 |
| Other income | 0 | 0.20 |
| Gross Income | 845.00 | 955.75 |
| Total Expenses | 762.37 | 906.87 |
| Net Profit Before Tax | 82.63 | 48.89 |
| Provision for Tax | - | (10.00) |
| Net Profit After Tax | 72.96 | 35.09 |

2. Operations and Future Plans

During the year under review the Company's Turnover has decreased from Rs. 955.56 Lakhs to Rs. 845.00 Lakhs. However, profit for the year was increased from Rs. 35.09 Lakhs to Rs. 72.96 Lakhs. Your Company is optimistic about the coming year. Since the Company is trying to expand its business, your Directors are hopeful that the results will be more encouraging.

3. Dividend

Your Board has recommended a dividend of Re. 0.02 (2%) per share on 4,01,42,125 Equity shares for the financial year ended 31st March, 2019. The dividend, if declared, by the Members at the forthcoming Annual General Meeting (AGM) shall be paid to the eligible Members of the Company.

4. Share Capital

The Issued, Subscribed & Paid up Capital of the Company as on March 31, 2019 stands at Rs. 4,01,42,125/- divided into 4,01,42,125 Equity Shares of Rs. 1/- each. During the period under review, the Company has not issued shares with differential voting rights nor granted any stocks options or sweat equity.

5. Transfer to Reserve

The Board does not propose to make transfer to reserves for the year 2018-19 and instead intends to retain the net profit in the Profit & Loss Account for the year ended 31st March, 2019.

6. Directors and Key Managerial Personnel

i) Retire by Rotation:

None of the Directors is liable to retire by rotation.

ii) Change in Directors and Key Managerial Personnels:

- During the year Mr. Sunil Kumar was appointed as an Additional Director (Executive) w.e.f. January 09, 2019.
- Mr. Abhishek Parashar was appointed as Additional Director (Independent) with effect from February 26, 2019.
- Mr. Tanuraj Adhikari was appointed as Additional Director (Independent) with effect from February 26, 2019.
- Mr. Sakar Watal was appointed as Additional Director (Non-Executive) with effect from March 30, 2019.
- Mr. Sunil Kumar was appointed as the Cheif Financial Officer with effect from March 30, 2019.
- Ms. Shalu Sharma was appointed as Company Secretary & Compliance Officer with effect from May 24, 2019.
- Mr. Deepak Mardhekar resigned from the Directorship with effect from February 26, 2019.

- Mr. Deepak Mardhekar also resigned from the position of Chief Financial Officer of the Company with effect from March 30, 2019.
- Mr. Jitendra Keny resigned from the Directorship with effect from February 26, 2019.
- Mr. Subhash Choubisa resigned from the Directorship with effect from March 30, 2019.
- Ms. Paridhi Manocha was appointed as Company Secretary and Compliance officer of the Company on February 26, 2019 and tendered her resignation on April 19, 2019.

iii) Board Evaluation

Your Board has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

Board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

iv) Meetings of the Board

During the year ended March 31, 2019, Eight (8) Board Meetings were held by the Company on 10th April, 2018; 29th May, 2018; 13th August, 2018; 14th November, 2018; 09th January, 2019; 13th February, 2019; 26th February, 2019 and 30th March, 2019.

v) Details of Committees of the Board

Currently, the Company has three (3) Committees namely Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee. The detailed composition of various Committees is elucidated below:

i) Audit Committee

The Audit Committee comprises of three Directors namely, Mrs. Hemlata Chanda (Non-Executive, Independent), Mr. Tanuraj Adhikari (Non-Executive, Independent) and Mr. Abhishek Parashar (Non-Executive, Independent). The Chairperson of the Committee is Mrs. Hemlata Chanda who is an Independent, Non-Executive Director. The recommendations of the Audit Committee are always welcomed and accepted by the Board & all the steps impacting the financials of the Company are undertaken only after the consultation of the Audit Committee. During the period ended 31st March, 2019, Five (5) Meetings of Audit Committee were held on 29th May, 2018; 13th August, 2018; 14th November, 2018; 13th February, 2019 and 30th March, 2019.

ii) Nomination & Remuneration Committee

The Committee was constituted in accordance with the provisions under Section 178 of the Companies Act, 2013. The Committee consists of three (3) Members, namely Mr. Abhishek Parashar (Non-Executive, Independent Director), Mr. Tanuraj Adhikari (Non-Executive, Independent Director) and Mrs. Hemlata Chanda (Non-Executive, Independent Director). The Committee is chaired by Mrs. Hemlata Chanda. During the year ended 31st March, 2019, Two (2) Committee Meeting was held on 13th February, 2019 and 26th February, 2019

Nomination and Remuneration Committee Policy

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is annexed as "Annexure A" to this report The same has also been available in the website of the Company i.e. <https://www.sagarproductions.com/Policies.php>

iii) Stakeholders' Relationship Committee

The Committee oversees all the matters relating to Stakeholders' grievances/complaints. The role of the Committee is to consider & resolve securities holders' complaint. The Committee consists of three members, namely Mrs. Hemlata Chanda (Non-Executive, Independent), Mr. Tanuraj Adhikari (Non-Executive, Independent) and Mr. Abhishek Parashar (Non-Executive, Independent). The Committee is chaired by Mr. Abhishek Parashar. During the year ended 31st March,

2019, Four (4) Committee Meetings were held on 29th May, 2018; 13th August, 2018; 14th November, 2018; and 13th February, 2019.

vi) Declaration of Independence from Independent Directors

Your Company has received declarations pursuant to Section 149(7) of the Companies Act, 2013 from all the Independent Directors confirming that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013. Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made thereunder as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

vii) Internal Control Systems and their Adequacy

The Management continuously reviews the internal control systems and procedures for the proficient conduct of the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Internal Auditor of the Company conducts the audit on regular basis and the Audit Committee periodically reviews internal audit reports and effectiveness of internal control systems. Apart from the above, the Company in consultations with the external and independent consultants adopted a policy for development and implementation of risk management for the company including identification of elements of risk, if any, that may threaten the existence of the Company and a mechanism to mitigate the same.

viii) Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors of your Company confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;

- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ix) Change in the Nature of Business

During the period under review, there is no change in the nature of business of the Company. The Company continues to operate in the Media Sector. However the Company has also entered into trading in agro-products.

x) Extract of Annual Return

The extract of Annual Return in Form MGT-9 as required under Section 92 of the Companies Act, 2013 (herein after referred to as "the Act") forms an integral part of this Report as "**Annexure B**".

xi) Prevention of Sexual Harassment Policy

In order to prevent sexual harassment at workplace, your Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rule made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.

xii) Auditors & their Report

a) Change in Auditors:

At the AGM held on 29th September, 2018 for the Financial year ended 2017-18, the Members have approved and accorded their assent for appointment of M/s. S C Mehra & Associates, Chartered Accountants (Firm Registration No. 106156W) as Statutory Auditors of the Company to hold office from the conclusion of the 39th Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2023, subject to the ratification of the Members at every Annual General Meeting. Also, the Company has received a letter from Auditors to the effect that their appointment if made it would be within the prescribed limits under Section 139 of the Companies Act, 2013.

Pursuant to the first proviso to Section 139 of the Companies Act, 2013, the appointment of the Statutory Auditors was required to be placed for ratification at every Annual

General Meeting. The said proviso has been omitted by MCA vide its notification dated 7th May, 2018 with immediate effect.

The Statutory Auditors M/s. S C Mehra & Associates have issued their reports on Standalone Financial Statements for the year ended 31st March, 2019. There are no adverse remarks or qualifications in the said report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

b) Secretarial Auditor:

In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, the Board of Directors have appointed Miss Pooja Jain, Practising Company Secretary as Secretarial Auditors to undertake secretarial audit of the Company for the financial year ended March 31, 2019. The Secretarial Audit Report is attached herewith marked as "**Annexure C**" and forms an integral part of this report.

The Secretarial Auditor has made and mentioned the following observation in his report:

1. The name of the company is appearing in the list of Shell companies published by SEBI for having suspected stock under BSE, scanner.

In this respect, we would like to submit our response:

1. As per list of SEBI dated August 07, 2017, with respect to Shell Companies, the name of Sagar Productions Limited was mentioned. The Company has made all the deliberate efforts to satisfy queries raised by SEBI. Afterwards, SEBI has issued notice dated 24th October, 2017 (Notice No. 20171024-29) and gave the following directions:
 - i) The trading in securities of the Company shall be reverted to the status as it stood prior to issuance of SEBI letter dated August 07, 2017 effective from October 25, 2017.
 - ii) An independent auditor shall be appointed to conduct forensic audit of the Company for verification, including the credentials / financials of the Company.

The forensic audit was conducted by an independent Auditor appointed by SEBI. It is expected that soon the Company "Sagar Productions Limited" will be out of Graded Surveillance Measures (GSM) stage.

c) Internal Auditor:

M/s. Lakhpat M. Trivedi & Co., Chartered Accountants, Mumbai (Registration No. 109047) was appointed as Internal Auditor of the Company for the FY 2018-2019 and the Internal Audit Report prepared by them was placed before the Audit Committee.

xiii) Risk Management

Risk Management is the process of identification, assessment, and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid a comprehensive Risk Assessment and Minimization Procedure, which is reviewed by the Audit committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The policy has been hosted on Company's website www.sagarproductions.com.

xiv) Public Deposits

The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

xv) Particulars of Contracts/ Arrangements with Related Party

During the year, there were no related party transactions made in the Company, therefore Form AOC-2 is not applicable to the Company. The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://www.sagarproductions.com/images/pdf/Policy%20on%20Related%20Party%20Transactions.pdf>

xvi) Particulars of Loans, Guarantees or Investments by the Company under section 186

Details of Loan, Guarantees and Investments covered under the provisions of the Act, are disclosed in the notes to the Financial Statements.

xvii) Material Changes affecting the financial position of the Company

During the year ended March 31, 2019, there were no material changes and commitments affecting the financial position of the Company have occurred to which financial results relate and the date of the Report.

xviii) Corporate Social Responsibility Committee

Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company; hence no such Committee has been formed. However, Company had always tried in its best possible ways to involve itself in social development activities.

xix) Dematerialisation of Shares

Your Company has connectivity with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for dematerialization of its Equity Shares. The ISIN No. **INE807D01030** has been allotted for the Company Shares. Therefore, the members and/or investors may keep their shareholdings in the electronic mode with their Depository Participant.

As on March 31, 2019, 99.99% of the paid up Equity Share Capital stands in Demat mode and the remaining 0.01% Equity Shares were held in physical mode, the details of which are as follows:

| Particulars | No. of Shares | % of Total Capital |
|------------------------------|----------------------|---------------------------|
| Held in Demat form with CDSL | 3,04,13,402 | 75.76 |
| Held in Demat form with NSDL | 97,26,918 | 24.23 |
| Held in physical mode | 1,805 | 0.01 |

xx) Listing of Shares

The shares of your Company are listed at BSE Limited. The applicable Annual Listing fees have been paid to the Stock Exchange for the financial year 2018-19.

xxi) Subsidiary Companies

The Company does not have any Subsidiary Company.

xxii) Vigil Mechanism/Whistle Blower Policy

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed Company is required to have a Vigil Mechanism/ Whistle Blower Policy for the Directors and employees to report their concerns and grievances. The Company has a Whistle Blower Policy in place and the same is also available on the web-site at the web-link <http://www.sagarproductions.com/images/pdf/Whistle%20Blower%20Policy.pdf>

The Audit Committee of Directors are entrusted with the responsibility to oversee the Vigil mechanism.

xxiii) Corporate Governance

In terms of Regulation 15(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the provisions related to Corporate Governance as specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of schedule V shall not be applicable in respect of companies having paid up equity share capital not exceeding Rs.10 crore and Net worth not exceeding Rs.25 crore as on the last day of the previous financial year.

As on March 31, 2019, the Equity Share Capital is Rs. 4,01,42,125 and Net worth is Rs. 5,19,53,923/-. Hence, the company is not providing a separate report on corporate governance, and also a certificate from the Company's Auditors confirming the compliance of Corporate Governance. However, the Company continues to adhere to the best practices prevailing in Corporate Governance and follows the same in its true spirit.

xxiv) Secretarial Standards of ICSI

Pursuant to the approval given on April 10, 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. The Company is in compliance with the same.

xxv) Significant and Material Orders Passed by the Regulators or Courts:

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

xxvi) Management Discussion and Analysis

Management Discussion and Analysis Report is appended to this Annual Report.

xxvii) Particulars of Employees

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2018 - 19.

xxviii) Conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is to be regarded as Nil.

The Company has not entered into any technology transfer agreement.

xxix) Acknowledgement

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Bankers, Business Associates and the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

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

**Place: Mumbai
Date: May 30, 2019**

Sd/-
Kalakad Sathi
Whole-time Director
DIN: 00150876

Sd/-
Sunil Kumar
Director and CFO
DIN: 08324531

ANNEXURE - A

Nomination & Remuneration Policy of the Company

THE APPOINTMENT POLICY FOR INDEPENDENT DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR EXECUTIVES WILL BE AS UNDER-

(A) Independent Directors:

Independent Directors will be appointed based on the criteria mentioned under section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, rules made thereunder & Listing Agreements entered with Stock Exchanges.

(B) Key Managerial Personnel (KMP):

KMP will be appointed by the resolution of the Board of Directors of the Company, based on qualifications, experience and exposure in the prescribed field. Removal of the KMP will also be done by the resolution of Board of Directors of the Company. Appointment/ Removal will be in accordance with the provisions of the Companies Act, 2013, rules made thereunder and Listing Agreements entered with Stock Exchanges.

(C) Senior Executives:

Senior Executive will be appointed by the Chairman and the Managing Director and/or Executive Director of the Company based on their qualifications, experience and exposure. Removal of the Senior Executives will also be by Chairman, Managing Director and/or Executive Director. Further, appointment and removal will be noted by the Board as required under clause 8(3) of Companies (Meeting of Board and its Powers) Rules, 2014.

**REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND
OTHER EMPLOYEES WILL BE AS UNDER**

The following will be the guiding factors with respect to remuneration to Directors, Key Managerial Personnel and other employees

- (A)** The objective of policy is directed towards having a compensation philosophy and structure that will reward and retain talent;
- (B)** Remuneration to Key Managerial Personnel and other employees will have a balance between fixed and incentive pay reflecting both short and long term performance objectives appropriate to the working of the Company and its goals and objectives. Such remuneration will generally comprise of fixed pay, bonus, ex-gratia, perquisites and other work related benefits;
- (C)** The Remuneration to the key managerial personnel and other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and also the market conditions in the employment market.

ANNEXURE - B
FORM NO. MGT-9

Extract of Annual Return as on the financial year ended 31st March 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the
Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS:

| | | |
|----|---|---|
| a. | CIN | L93000MH1980PLC170432 |
| b. | Registration Date | 05/04/1980 |
| c. | Name of the Company | SAGAR PRODUCTIONS LIMITED |
| d. | Category/Sub - Category of the Company | |
| | Category | Company Limited by Shares |
| | Sub - Category | Indian Non-Government Company |
| e. | Address of the Registered Office | B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai MH-400053 |
| f. | Contact Details | 9167199122 Email id: splgrive@rediffmail.com Website: www.sagarproductions.com |
| g. | Whether listed company | Yes (listed on BSE Limited) |
| | Name, Address and Contact details of Registrar and Transfer Agent, if any | |
| | Name | M/s. Maheshwari Datamatics Private Ltd. |
| | Address | 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001 |
| | Contact | Tel No.: 91(033) 2248 2248 Fax No.: 91(033) 2248 4787 Email id: mdpldc@yahoo.com |

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

| Sr. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1. | Production of television programmes or television commercials. | 59113 | |

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary /Associate | % of Shares held | Applicable Section |
|---------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| | None | | | | |

4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--------------------------|---|----------|-------|-------------------|---|----------|-------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (A) Promoter | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| Individual/ HUF | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Central Govt | 0 | 0 | 00 | 0 | 0 | 0 | 0 | 0 | - |
| State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |

| | | | | | | | | | |
|--|----------------|----------|----------------|--------------|----------------|----------|----------------|--------------|----------|
| Bodies Corp | 9075000 | 0 | 9075000 | 22.61 | 9075000 | 0 | 9075000 | 22.61 | - |
| Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Sub-total(A)(1):- | 9075000 | 0 | 9075000 | 22.61 | 9075000 | 0 | 9075000 | 22.61 | - |
| (2)Foreign | | | | | | | | | |
| NRIs Individual | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Other Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Any Other.... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Sub-total(A)(2):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Total Shareholding of Prom & Prom. Group (A)= (A)(1)+(A)(2) | 9075000 | 0 | 9075000 | 22.61 | 9075000 | 0 | 9075000 | 22.61 | - |
| (B)Public Shareholding | | | | | | | | | |
| (1)Institutions | | | | | | | | | |
| Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| FII's | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Others | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |

| | | | | | | | | | |
|---|-----------------|-------------|-----------------|--------------|-----------------|-------------|-----------------|--------------|----------|
| (specify) | | | | | | | | | |
| Sub-total(B)(1) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| (2)Non Institutions | | | | | | | | | |
| a)Bodies Corp | | | | | | | | | |
| (i) Indian | 1313961 | 0 | 1313961 | 3.27 | 1315839 | 0 | 1315839 | 3.27 | 0.01 |
| (ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| b)Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 944829 | 1439 | 946268 | 2.36 | 946530 | 939 | 947469 | 2.36 | - |
| (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 28727150 | 0 | 28727150 | 71.56 | 28727175 | 0 | 28727175 | 71.56 | - |
| c)Others | | | | | | | | | |
| Clearing Member | 67092 | 0 | 67092 | 0.17 | 64088 | 0 | 64088 | 0.16 | (0.01) |
| NRIs | 11788 | 0 | 11788 | 0.03 | 11688 | 0 | 11688 | 0.03 | - |
| Trust | 0 | 866 | 866 | 0.00 | 0 | 866 | 866 | 0.00 | - |
| Sub-total(B)(2) | 31064820 | 2305 | 31067125 | 77.39 | 31065320 | 1805 | 31067125 | 77.39 | - |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 31064820 | 2305 | 31067125 | 77.39 | 31065320 | 1805 | 31067125 | 77.39 | - |
| Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |

| | | | | | | | | | |
|--------------------------------|-----------------|-------------|-----------------|---------------|-----------------|-------------|-----------------|---------------|----------|
| Grand Total (A+B+C) | 40139820 | 2305 | 40142125 | 100.00 | 40140320 | 1805 | 40142125 | 100.00 | - |
|--------------------------------|-----------------|-------------|-----------------|---------------|-----------------|-------------|-----------------|---------------|----------|

ii. Shareholding of Promoters

| Sr. No | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|--------|--|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1. | Winotel Infomedia Technologies Private Limited | 9000000 | 22.42 | 0 | 9000000 | 22.42 | 0 | - |
| 2. | Divit India Services Private Limited | 75000 | 0.19 | 0 | 75000 | 0.19 | 0 | - |
| | Total | 9075000 | 22.61 | 0 | 9075000 | 22.61 | 0 | - |

iii. Change in Promoters' Shareholding (please specify, if there is no change)

| Sr. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Winfotel Infomedia Technologies Pvt. Ltd. | | | | |
| | At the beginning of the year | 90,00,000 | 22.42 | 90,00,000 | 22.42 |
| | Increase/Decrease during the year | 0 | 0 | 0 | 0 |
| | At the End of the year | 90,00,000 | 22.42 | 90,00,000 | 22.42 |
| 2. | Divit India Services Pvt. Ltd. | | | | |
| | At the beginning of the year | 75,000 | 0.19 | 75,000 | 0.19 |
| | Increase/Decrease during the year | 0 | 0 | 0 | 0 |
| | At the End of the year | 75,000 | 0.19 | 75,000 | 0.19 |

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sr. No | Name of Shareholder | Shareholding at the beginning of the year | | Change in Shareholding during the year | | Shareholding at the end of the year | |
|--------|--------------------------|---|--------------------------|--|--------------------------|-------------------------------------|--------------------------|
| | | No. of shares | % of total Share Capital | Increase (No. of Shares) | Decrease (No. of Shares) | No. of shares | % of total Share Capital |
| 1. | Surendra Kabra | 16,00,000 | 3.99 | - | - | 16,00,000 | 3.99 |
| 2. | Rama nand Kabra | 15,00,000 | 3.74 | - | - | 15,00,000 | 3.74 |
| 3. | Deepu Raghuvir Kabra | 15,00,000 | 3.74 | - | - | 15,00,000 | 3.74 |
| 4. | Sagar Tilokchand Kothari | 15,00,000 | 3.74 | - | - | 15,00,000 | 3.74 |
| 5. | Pravin Nanji Gala | 14,50,002 | 3.61 | - | - | 14,50,002 | 3.61 |
| 6. | Surbhi Kabra | 14,00,000 | 3.49 | - | - | 14,00,000 | 3.49 |

| | | | | | | | |
|-----|----------------|-----------|------|---|---|-----------|------|
| 7. | Swati | 14,00,000 | 3.49 | - | - | 14,00,000 | 3.49 |
| 8. | Seema Kabra | 14,00,000 | 3.49 | - | - | 14,00,000 | 3.49 |
| 9. | Anu Radha Bang | 12,00,000 | 2.99 | - | - | 12,00,000 | 2.99 |
| 10. | Kavita Bang | 12,00,000 | 2.99 | - | - | 12,00,000 | 2.99 |

v. **Shareholding of Directors and Key Managerial Personnel:**

| Sr. No. | For Each of the Directors and KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|-----------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | None | - | - | - | - |

5. **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the FY | | | | |
| i) Principal Amount | -- | 750,000 | -- | 750,000 |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not | -- | -- | -- | -- |
| Total(i+ii+iii) | -- | 750,000 | -- | 750,000 |
| Change in Indebtedness during the FY | | | | |
| - Addition | -- | -- | -- | -- |
| - Reduction | -- | -- | -- | -- |
| Net Change | -- | -- | -- | -- |
| Indebtedness at the end of the FY | | | | |
| i) Principal Amount | -- | 750,000 | -- | 750,000 |
| ii) Interest due but not paid | | | | |

| | | | | |
|-----------------------------------|----|----------------|----|----------------|
| iii) Interest accrued but not due | -- | -- | -- | -- |
| Total (i+ii+iii) | -- | 750,000 | -- | 750,000 |

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

• Remuneration to Managing Director, Whole-time Directors and/ or Manager

| Sl. No. | Particulars of Remuneration | Name of MD/ WTD/ Manager | Total Amount |
|---------|--|--|--------------|
| | | Mr. Kalakad Sathi (Whole-time Director) | |
| 1. | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961 | - | - |
| 2. | Stock Option | - | - |
| 3. | Sweat Equity | - | - |
| 4. | Commission - as % of profit - others, specify... | | |
| 5. | Others, please specify | - | - |
| 6. | Total (A) | - | - |

• **Remuneration to other directors**

| Sl. No. | Particulars of Remuneration | Jitendra Keny* | Hemlata Chanda | Total Amount |
|---------|--|----------------|----------------|--------------|
| | <u>Independent Directors</u> • Fee for attending Board/Committee Meetings • Commission • Others, please specify | - | - | - |
| | Total (1) | - | - | - |
| | <u>Other Non-Executive Directors</u> • Fee for attending Board / committee meetings • Commission • Others, please specify | - | - | - |
| | Total (2) | - | - | - |
| | Total (B)=(1+2) | - | - | - |

| Sl. No. | Particulars of Remuneration | Abhishek Parashar** | Tanuraj Adhikari*** | Total Amount |
|---------|--|---------------------|---------------------|--------------|
| | <u>Independent Directors</u> • Fee for attending Board/Committee Meetings • Commission • Others, please specify | 1,500 | 1,500 | 3,000 |
| | Total (1) | 1,500 | 1,500 | 3,000 |
| | <u>Other Non-Executive Directors</u> • Fee for attending Board / committee meetings • Commission • Others, please specify | - | - | - |
| | Total (2) | - | - | - |
| | Total (B)=(1+2) | 1,500 | 1,500 | 3,000 |

• **Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD**

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|---|--------------------------|--|------------------------------------|-------|
| | | CEO | Company Secretary (Paridhi Manocha) **** | CFO (Deepak Mardhekar) ***** | Total |
| 1. | Gross Salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -- | 27,420 | -- | -- |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | -- | -- | -- | -- |
| | (c) Profits in lieu of salary under section 17 (3) of Income Tax Act, 1961 | -- | -- | -- | -- |
| 2. | Stock Option | -- | -- | -- | -- |
| 3. | Sweat Equity | -- | -- | -- | -- |
| 4. | Commission - as % of profit - others, specify... | -- | -- | -- | -- |
| 5. | Others, please specify | -- | -- | -- | -- |
| | Total | -- | 27,420 | -- | -- |

* Mr. Jitendra Keny resigned from the Directorship with effect from February 26, 2019.

**Mr. Abhishek Parashar was appointed as Additional Director (Independent) with effect from February 26, 2019.

***Mr. Tanuraj Adhikari was appointed as Additional Director (Independent) with effect from February 26, 2019.

****Ms. Paridhi Manocha was appointed as Company Secretary and Compliance officer of the Company on February 26, 2019 and tendered her resignation on April 19, 2019.

*****Mr. Sunil Kumar was appointed as the Chief Financial Officer with effect from March 30, 2019.

*****Mr. Deepak Mardhekar also resigned from the position of Chief Financial Officer of the Company with effect from March 30, 2019.

7. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were No Penalties/ Punishment/Compounding of Offences for the year ending 31st March, 2019.

| Type | Section of the companies Act | Brief description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/NCLT/ Court] | Appeal made. If any(give details) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|-----------------------------------|
| A. Company | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B. Directors | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. Other Officers In Default | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SAGAR PRODUCTIONS LIMITED.
907, Dev Plaza, 9th Floor,
Opp. Andheri Fire Station, Andheri (west)
Mumbai - 400059

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAGAR PRODUCTIONS LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on **31st March, 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2019** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye- laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of External Commercial Borrowings, Foreign Direct Investment and Overseas Direct Investment were not attracted to the Company during the Financial Year under Review;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 till 14th May, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 from 15th May, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the financial year under review)**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, presently known as SEBI (Share Based Employee Benefits)

Regulations, 2014;**(Not applicable to the Company during the financial year under review)**

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **((Not Applicable during the financial year under review));**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable during the financial year under review);**
- h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; **(Not applicable during the financial year under review);**

- i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

vi. Other laws applicable specifically to the Company namely:

1. Cable Television Networks (Regulation) Act, 1994
2. Cinematograph Act, 1952.

I have also examined Compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;

I have also examined the books, papers and returns filed and other records maintained by the Company's for the Financial Year ended on March 31, 2019 according to the provisions of various Labour Laws and other Laws applicable, including the Rules made thereunder, and amended from time to time, to the Company, as informed by the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above and there are no material non-compliances that have come to our knowledge except to the extent as mentioned below :

The name of the company is appearing in the list of Shell companies published by SEBI for having suspected stock under BSE, NSE scanner.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with the applicable Laws, Rules, Regulations and Guidelines.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service tax Act, Central excise Act and Rules including CENVAT Rules & Custom Act, I have relied on the reports given by the Statutory Auditors of the Company.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

Date: 20.05.2019

Place: Mumbai

Pooja Jain

Practicing Company Secretary

ACS No: 36270

COP No. 14359

This report should be read with my letter of even date which is annexed as **Annexure-I** and forms an integral part of this report.

Annexure-I

To,
The Members
SAGAR PRODUCTION LIMITED

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 20.05.2019

Place: Mumbai

Pooja Jain

Practicing Company Secretary

ACS No: 36270

COP No. 14359

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Part C (10) (i) of Schedule V of Security and Exchange Board of
India**

(Listing Obligation and Disclosure Requirements) Regulations, 2015)

To
The Members,
Sagar Productions Limited

We have examined the status of the directorship of the all the directors of the Company, in our opinion and to the best of our information, we certify that none of Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such other Statutory Authority.

Pooja Jain
Practising Company Secretaries
ACS No.: 36270
C. P. No.: 14359

Date: 20.05.2019
Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

• Indian Macroeconomic Outlook

India continued to be the fastest growing major economy despite the challenges faced during the year. In FY19, the GDP of the country grew by 6.6% on GVA basis, a marginal deceleration from the previous year. While the growth in the first half of the fiscal was strong, it moderated during the second half due to liquidity concerns and stress in the agriculture sector. This impacted consumption and discretionary spending, especially in the rural markets, during the latter half of the year. However, after a strong mandate, the expectation is that the new government will address these concerns on priority and inject stimulus to revive economic activity. Three consecutive interest rate cuts by the Reserve Bank of India and their accommodative stance will help revive consumption and growth in the near term. Forecast of a normal monsoon in 2019 also bodes well for the agriculture sector and is expected to drive rural consumption. From a medium-term perspective, the government's focus on infrastructure development, job creation and banking reforms will support growth. One of the biggest structural reforms, Goods and Services Tax (GST), despite transient issues, is already helping formalize the economy and will go a long way in improving the business environment in the country. While the Indian economy has expanded at an average annualized growth rate of around 7% over the past several years, there have been patches of slower growth in-between. However, consumption growth has remained quite resilient throughout this period. During FY19, despite a slowdown in overall GDP growth, private final consumption (PFCE) accelerated to 12.0% from 10.6% in FY18. Over the last five-year period, PFCE has grown at a CAGR of 11.8% in nominal terms. This, along with the trend of organized businesses gradually gaining market share in various sectors, augurs well for the growth of the media industry.

• India's Media & Entertainment Industry

The Indian media and entertainment (M&E) industry witnessed another year of all-round growth. The pace of growth accelerated marginally in CY18 despite the challenges faced by the economy towards the end of the year. According to the FICCI-EY Report 2019, (the Report), the M&E industry grew by 13.4% YoY in CY18, to `1,674 billion. India is witnessing a significant increase in content consumption due to increase in availability and improvement in affordability. Be it the growing number of mobile and television sets, improving multiplex penetration or smaller cities getting their own radio stations, availability of content is improving across platforms and is expected to get better going ahead. However, India's per capita entertainment consumption is still lower than most of its peers, representing a significant room for sustained growth which would be driven by rising disposable incomes and increasing access to content. According to the Report, the

Indian M&E industry is expected to grow at a CAGR of 12.0% to `2,349 billion over the next three years, with growth in all the segments. During the year, television increased its reach and engagement with the audience, retaining its position as the default entertainment medium for Indian consumers. Growth in online video consumption accelerated, helped by the increased availability of affordable data and content on digital platforms. Print media continued to grow, albeit at a much slower pace. The movie industry surpassed all the previous box-office records on the back of strong performances in both domestic and international markets. Radio, in addition to entering new cities, is diversifying into new business offerings like concerts and activations. Growth in live events was led by premium properties, sports events and digital integration.

• **Brief History & Business Overview**

Incorporated in 1980 as Kirti Finvest Limited, your Company was engaged in Financing, Share trading and Investments. Your Company was formerly known as Kirti Finvest Limited and changed its name to Sagar Productions Limited in May 2010, focusing into media segment. Your Company is into media production and media trading activity.

• **Review Of Operations & Business Overview**

During the year under review the Company's Turnover has decreased from Rs. 955.56 Lakhs to Rs. 845.00 Lakhs. However, profit for the year was increased from Rs. 35.09 Lakhs to Rs. 72.96 Lakhs. Your Company is optimistic about the coming year. Since the Company is trying to expand its business, your Directors are hopeful that the results will be more encouraging.

• **Human Resources**

Your Company recognises the need of talent and nurturing quality staff as a key to success. We will continue to focus on training and motivation of manpower so as to develop teams of qualified and skilled personnel to effectively discharge their responsibilities in a number of projects and activities. It is, in this context, which we have been working towards promoting the skills and professionalism of our employees to cope with and focus on the challenges of change and growth which is important to the segment your Company operates in.

• **Internal controls & their Adequacy**

The company believes in formulating adequate and effective internal control systems and implementing the same to ensure that the interests of the company are safeguarded and reliability of accounting data and its accuracy are ensured with proper checks and balances. The senior management team meets to address issues like operational efficiency, protection and conservation of resources, accuracy and promptness in

financial reporting and compliance with laws and regulation, at regular frequency to discuss various issues that influence the business and to take strategic decisions. The company has an internal audit system, which submits report to the Chairman of Audit Committee periodically.

- **Threats Risks & Concerns**

The management of risk does not imply risk elimination but prudent risk management. We can withstand the competition despite an increasing number of new players. Due to industry specific high attrition of key professionals the quality of the productions and their consistency could suffer. There is a risk of sourcing software at reasonable acquisition costs and the rapid changing market can be a threat. Your company's management is proactive to recognise risks & threats and make use of opportunity. Piracy is a major hurdle in our segment. Physical format is diminishing to an extent largely due to this. Besides regulatory frame work, subsidies, taxes and related policy can affect our industry.

- **Cautionary Statement**

Statements in the Management Discussion and Analysis and the annual report describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations in India and other countries. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting the domestic market, in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors and unforeseen circumstances.

CERTIFICATION FROM WHOLE-TIME DIRECTOR/CFO

To,
The Board of Directors,
Sagar Productions Limited,

We hereby certify the following as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- 1) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2019 and that to the best of our knowledge and belief :
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal controls systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4) We further certify that:
 - c. there have been no significant changes in internal control over financial reporting during the period under review;
 - d. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the financial statements; and
 - e. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an

employee having a significant role in the Company's Internal Control System over Financial Reporting.

Place: Mumbai
Date: 30.05.2019

Sd/-
Kalakad Sathi
Whole-time Director
DIN: 00150876

Sd/-
Sunil Kumar
Director and CFO
DIN: 08324531

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Sagar Productions Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Sagar Productions Limited** (“the Company”), which comprise the balance sheet as at 31st March, 2019, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit and total comprehensive income (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There is no matters to be key financial matter to be communicated in our report.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Going Concern

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether has adequate internal financial controls systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatement in the standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including and significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we may have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of

Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- 2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure ‘B’** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For S C Mehra & Associates LLP
Chartered Accountants
FRN : 106156W/W100305

CA S C Mehra
Partner
Membership No. 039730

Place : Mumbai
Date: May 30, 2019

Annexure “A” to the Auditors’ Report

Referred to in Paragraph 1(g) under the heading of “Report on other Legal and Regulatory Requirements” of our report to the members of Sagar Productions Limited of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Sagar Productions Limited** (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial

reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S C Mehra & Associates LLP
Chartered Accountants
FRN : 106156W/W100305

CA S C Mehra
Partner
Membership No. 039730

Place : Mumbai
Date: May 30, 2019

ANNEXURE “B” TO INDEPENDENT AUDITORS’ REPORT

Referred to in Paragraph 2 under the heading of “Report on other Legal and Regulatory Requirements” of our report to the members of Sagar Productions Limited of even date

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we report that: -

- i. In respect of companies fixed assets:
 - a) The Company does not own any Fixed Assets.
- ii.
 - a) As explained to us, management has conducted physical verification of inventory at regular intervals during the year.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management were reasonable and adequate in relation to the size of the Company and nature of its business.
 - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii. According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clauses 3(iii) (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investment and providing guarantees and securities, as applicable.
- v. In respect of deposits accepted, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, to the extent applicable,

have been complied with. We are informed by the management that no order has been passed by the Company Law Board (CLB), National Company Law Tribunal (NCLT) or Reserve Bank of India (RBI) or any Court or any other Tribunal.

- vi. The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the companies Act, 2013 for the business activities carried out by the company, thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii.
 - a) According to information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess, Professional Tax and other material statutory dues applicable to it with the appropriate authorities.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess, Professional Tax and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- viii. Based on our audit procedures and on the basis of information and explanations given by the management, The Company has not taken any loans from banks, debenture holders, Government or any Financial Institution, Therefore, paragraph 3(viii) of the Order is not applicable.
- ix. Based on audit procedure and on the basis of information and explanation given by the management, The Company did not raise any money by way of term loan, Initial Public offer or further public offer, Therefore, paragraph 3(ix) of the Order is not applicable.

- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the company has not paid / provided any managerial remuneration, Therefore, paragraph 3(xi) of the Order is not applicable.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, paragraph 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- xiv. During the Year, the company has not made any preferential allotment or private placement of shares fully or partly paid convertible debentures and hence, reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In Our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For S C Mehra & Associates LLP
Chartered Accountants
FRN : 106156W/W100305

CA S C Mehra
Partner
Membership No. 039730

Place : Mumbai
Date: May 30, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

| | Notes | As at 31.03.2019 | As at 31.03.2018 |
|---|-------|--------------------|--------------------|
| ASSETS | | | |
| Non - Current Assets | | | |
| Property, Plant and Equipment | | - | - |
| Capital work in Progress | | | |
| Investment Properties | | | |
| Goodwill | | - | - |
| Other Intangible Assets | | - | - |
| Intangible assets under development | | - | - |
| Investments accounted for using the equity Method | | | |
| Financial Assets | | | |
| i) Investments | 2 | 25,60,000 | 60,000 |
| ii) Loans & Advances | 3 | 38,00,000 | 10,00,000 |
| iii) Other Financial Assets | 4 | 3,35,000 | 3,35,000 |
| Deferred Tax Assets | | - | - |
| Other non-current assets | 5 | 64,00,524 | 48,473 |
| Total non-current assets | | 1,30,95,524 | 14,43,473 |
| Current Assets | | | |
| Inventories | 6 | 1,09,50,000 | 32,00,000 |
| Financial Assets | | | |
| i) Investments | | | |
| ii) Trade Receivables | 7 | 4,49,63,629 | 6,88,17,429 |
| iii) Cash and Cash equivalents | 8 | 9,85,451 | 1,01,12,714 |
| iv) Bank balance other than (iii) above | | | |
| v) Loans | | - | - |
| vi) Other financial assets | | - | - |
| Current Tax Assets | 9 | 35,000 | 35,000 |
| Other Current Assets | 10 | 4,18,241 | 32,70,521 |
| Total current assets | | 5,73,52,321 | 8,54,35,664 |

| | | | |
|--------------------------------------|----|--------------------|--------------------|
| | | | |
| TOTAL ASSETS | | 7,04,47,845 | 8,68,79,137 |
| | | | |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Equity Share Capital | 11 | 4,01,42,125 | 4,01,42,125 |
| Other Equity | 12 | 1,18,11,798 | 45,15,577 |
| Total Equity | | 5,19,53,923 | 4,46,57,702 |
| | | | |
| LIABILITIES | | | |
| Non Current Liabilities | | | |
| Financial liabilities | | | |
| i) Borrowings | 13 | 7,50,000 | 7,50,000.00 |
| ii) Other Financial Liabilities | | - | - |
| Provisions | 14 | 2,920 | - |
| Employee benefit obligations | | - | - |
| Deferred Tax Liabilities | | - | - |
| Government grants | | - | - |
| Other non-current liabilities | | - | - |
| Total non-current liabilities | | 7,52,920 | 7,50,000 |
| | | | |
| Current Liabilities | | | |
| Financial Liabilities | | | |
| i) Borrowings | 15 | - | - |
| ii) Trade Payables | 16 | 1,60,77,578 | 3,96,50,576 |
| iii) Other Financial Liabilities | | - | - |
| Provisions | | 11,82,885.00 | 17,30,709.00 |
| Employee benefits obligations | | - | - |
| Government grants | | - | - |
| Current tax liabilities | | - | - |
| Other Current Liabilities | 18 | 4,80,539 | 90,150 |
| Total current liabilities | | 1,77,41,002 | 4,14,71,435 |
| | | | |
| TOTAL LIABILITIES | | 18493922 | 42221435 |
| | | | |

| | | | | |
|---|--|--------------------|--|--------------------|
| TOTAL EQUITY AND LIABILITIES | | 7,04,47,845 | | 8,68,79,137 |
|---|--|--------------------|--|--------------------|

**For S C Mehra & Associates
Chartered Accountants
Firm Registration No. 106156W/ W100305**

**(CA S C Mehra)
Partner
M. No: 039730**

Place : Mumbai

Date : 30.05.2019

For Sagar Productions Limited

**Sd/-
Kalakad Sathi
Whole-time Director
DIN: 00150876**

**Sd/-
Sunil Kumar
Director and CFO
DIN: 08324531**

**Sd/-
Shalu Sharma
Company Secretary**

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

| | | | (Amount in Rs.) |
|---|--------------|--------------------|------------------------|
| | Notes | 2018-19 | 2017-18 |
| Income | | | |
| Revenue from Operations | 19 | 8,45,00,000 | 9,55,55,569 |
| Other Income | 20 | 0 | 20,340 |
| Total Income | | 8,45,00,000 | 9,55,75,909 |
| Expense | | | |
| Cost of Raw material Consumed | | | 1,96,92,290 |
| Purchases of Stock-In-Trade | 21 | 8,15,50,000 | 7,17,40,000 |
| Change In Inventories of Stock In Trade | 22 | (77,50,000) | (20,00,000) |
| Employees Benefit Expenses | 23 | 7,11,064 | 2,45,790 |
| Finance Cost | | - | - |
| Depreciation and Amortisation Expense | | - | - |
| Other Expenses | 24 | 17,26,405 | 10,09,046 |
| Total Expenses | | 7,62,37,469 | 9,06,87,126 |
| Profit / (Loss) Before Tax | | 82,62,531 | 48,88,783 |
| Tax expense | | | |
| Current Tax | | | (10,00,000) |
| Deferred Tax | | | |

| | | | |
|---|----|------------------|------------------|
| | | - | - |
| Profit / (Loss) for the period | | 82,62,531 | 58,88,783 |
| proposed dividend and dividend tax | | 9,66,310 | 23,78,927 |
| Other Comprehensive Income | | - | - |
| Total Comprehensive Income / (Loss) for the period | | 72,96,222 | 35,09,857 |
| Earnings per equity share: | 25 | | |
| Basic and Diluted | | 0.1818 | 0.0874 |
| [Face Value Rs. 10 each] | | | |
| | | | |
| Summary of Significant Accounting Policies | 1 | | |
| | | | |

For S C Mehra & Associates
Chartered Accountants
Firm Registration No. 106156W/ W100305

(CA S C Mehra)
Partner
N. No: 039730

Place : Mumbai

Date : 30.05.2019

For Sagar Productions Limited

Sd/-
Kalakad Sathi
Whole-time Director
DIN: 00150876

Sd/-
Sunil Kumar
Director and CFO
DIN: 08324531

Sd/-
Shalu Sharma
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2019:

| | | 2018-19 | 2017-18 |
|--|----------|--------------------|------------------|
| PROFIT BEFORE TAX | | 82,62,531 | 48,88,783 |
| DEPR | | - | - |
| OPERATING PROFIT BEFORE | | 82,62,531 | 48,88,783 |
| CHANGE IN WORKING CAPITAL | | - | - |
| OTHER NON CURRENT INVESTMENTS | | - | - |
| Non current financial loan assets | | (28,00,000) | - |
| inventories | | (77,50,000) | (20,00,000) |
| trade receivable | | 2,38,53,800 | (2,79,41,569) |
| current financial loan assets | | (63,52,051) | (20,15,434) |
| other current assets | | 3,52,280 | 1,73,79,114 |
| current tax assets | | - | (35,000) |
| current financial borrowing | | - | 750,000 |
| trade payables | | (2,35,72,998) | 1,79,92,523 |
| other financial liabilities | | (15,11,214) | - |
| other current liabilities | | 3,90,389 | - |
| net change in working capital | | (91,27,263) | 90,18,417 |
| Income tax payable | | - | 10,00,000 |
| cash flow from operating activities | a | (91,27,263) | 1,00,18,417 |
| purchase of property plant and equipment | | - | - |

| | | | |
|--------------------------------------|--------------|-------------|-------------|
| cash flow from investing activities | b | | |
| | | | |
| Cash flow from financing activities | | | |
| proceeds form issue of share capital | c | - | |
| | a+b+c | (91,27,263) | 1,00,18,417 |
| | | | |
| cash op.balance | | 1,01,12,714 | 94,297 |
| cash cl. Balance | | 9,85,451 | 1,01,12,714 |
| cash & cash at the end of year | | (91,27,263) | 1,00,18,417 |

For S C Mehra & Associates
Chartered Accountants
Firm Registration No. 106156W/ W100305

For Sagar Productions Limited

(CA S C Mehra)
Partner
O. No: 039730

Sd/-
Kalakad Sathi
Whole-time Director
DIN: 00150876

Sd/-
Sunil Kumar
Director and CFO
DIN: 08324531

Place : Mumbai

Date : 30.05.2019

Sd/-
Shalu Sharma
Company Secretary

1 Significant Accounting Policies

1.1 Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

These financial statements for the year ended 31st March, 2019 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended 31st March, 2018, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2017 being the date of transition to Ind AS.

The financial statements have been prepared on a historical cost basis, except for the following:

- a) Certain financial assets and liabilities that are measured at fair value;
- b) Assets held for sale-measured at lower of carrying amount or fair value less cost to sell;
- c) Defined benefit plans – plan assets measured at fair value;

1.2 Summary of Significant Accounting Policies

a) Current vs Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- Expected to be settled in normal operating cycle.
- Held primarily for the purpose of trading
- Due to be settled within twelve months after reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalent. The Company has identified twelve months as its operating cycle.

b) Use of estimates and judgements

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

c) Property, Plant & Equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2017, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

Property, plant & equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. In case of assets acquired in exchange for a non-monetary asset, the cost of such an item of property, plant and equipment is measured at fair value unless (a) the exchange transaction lacks commercial substance or (b) the fair value of neither the asset received nor the asset given up is reliably measurable. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d) Depreciation on Property, Plant & Equipment

Depreciation on Property, Plant & Equipment is calculated on a written down value (WDV) basis using the rates arrived at based on the useful lives estimated by the management which is as per the rates specified in Schedule II to the Companies Act, 2013.

e) Inventories

Inventories are valued at the lower of cost or net realizable value.

f) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the

payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

g) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

h) Employee Benefits

Short term benefits and post-employment benefits are accounted in the period during which the services have been rendered.

i) Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, are recognised in the statement of profit and loss.

k) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the

effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs.

l) Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

m) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

n) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

Debt Instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

Amortised Cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss.

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

o) Earnings Per Share**Basic earnings per share**

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per shares

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Notes to Financial Statements as at and for the year ended March 31, 2019

(Amount in
Rs.)

Note 2. Investments

| | As at 31.03.2019 | | As at 31.03.2018 | |
|--|----------------------------|------------------|----------------------------|---------------|
| | No. of Shares/ Units | Amount (Rs.) | No. of Shares/ Units | Amount (Rs.) |
| Investment in quoted Shares | | | - | |
| Investment in Unquoted Shares | | | | |
| Sibsagar Trade & agenices | 300 | 60,000 | 300 | 60,000 |
| Pragya films | 20000 | 2,00,000 | | |
| Shreenathjee Production & Distribution | 230000 | 23,00,000 | | |
| | | | | |
| Total | | 25,60,000 | | 60,000 |

| Notes to Financial Statements as at and for the year ended March 31, 2019 | | |
|---|-------------------------|-------------------------|
| | As at 31.03.2019 | As at 31.03.2018 |
| Note 3. Loans | | |
| (Unsecured, considered good) | | |
| Loans & Advances | 38,00,000 | 10,00,000 |
| | 38,00,000 | 10,00,000 |
| Note 4. Othet Financial Assets | | |
| Deposit | 3,35,000 | 3,35,000 |
| | 3,35,000 | 3,35,000 |
| Note5. Other Non Current Assets | | |
| Advance Payment of Tax | 48,473.00 | 48,473.00 |
| WIP | 63,52,051.00 | |
| | 64,00,524.00 | 48,473 |
| Note 6. Inventories | | |
| Stock In hand | 1,09,50,000 | 32,00,000 |
| | 1,09,50,000 | 32,00,000 |
| Note 7. Trade Receivables | | |
| (Unsecured considered good) | | |
| Outstanding for a period exceeding Six Month | 2,40,21,929 | 0 |
| Other | 2,09,41,700 | 6,88,17,429 |
| | 4,49,63,629 | 6,88,17,429 |
| Note 8. Cash and Cash Equivalentts | | |
| Balances with Scheduled Bank | 6,89,354 | 1,00,85,941 |
| Cash on Hand | 2,96,097 | 26,772 |
| | 9,85,451 | 1,01,12,713 |
| Note 9. Current Tax Assets | | |
| Advance Tax | 35,000 | 35,000 |
| | 35,000 | 35,000 |
| Note 10. Other Current Assets | | |
| Advance to Creditors | - | 28,00,000 |
| Share Issue expenses | 4,18,241 | 4,70,521 |
| | 4,18,241 | 32,70,521 |
| Note 13. Borrowings | | |
| Long Term Borrowings | 7,50,000 | 7,50,000 |
| | 7,50,000 | 7,50,000 |

| | | |
|---|--------------------|--------------------|
| Note 14. Provisions | | |
| Provision for tax | | |
| Provision for Sub-Assets | 2,920 | |
| | 2,920 | 0 |
| Note 15. Borrowings | | |
| Short Term Borrowings | 0 | 0 |
| | 0 | - |
| Note 16. Trade Payables | | |
| Due to Micro and Small Enterprises | - | - |
| Due to Others | 1,60,77,578 | 3,96,50,576 |
| | 1,60,77,578 | 3,96,50,576 |
| Note 17. Provisions | | |
| Dividend/Dividend Distribution tax | 11,74,655 | 14,12,645 |
| Others | 8,230 | 3,18,064 |
| | 11,82,885 | 17,30,709 |
| Note 18. Other Current Liabilities | | |
| Outstanding Expenses | 4,80,539 | 90,150 |
| | 4,80,539 | 90,150 |

| Notes to Financial Statements as at and for the year ended March 31, 2019 | | | | |
|---|-----------------------|-------------------------|-----------------------|---------------------|
| | | | As at 31.03.2019 | As at 31.03.2018 |
| Note 11. Equity Share Capital | | | | |
| Authorised | | | | |
| 60,000,000 [31st March 2019: 60,000,000 and 1st April 2018: 60,000,000] Equity Shares of Rs. 1 each | | | 6,00,00,000 | 6,00,00,000 |
| Issued | | | | |
| 40,150,075 [31st March 2019: 40,150,075 and 1st April 2018: 40,150,075] Equity Shares of Rs. 1 each | | | 4,01,50,075 | 4,01,50,075 |
| | | | 4,01,50,075 | 4,01,50,075 |
| Subscribed and Fully Paid up | | | | |
| 40,142,125 [31st March 2019: 40,142,125 and 1st April 2018: 40,142,125] Equity Shares of Rs. 1 each | | | 4,01,42,125 | 4,01,42,125 |
| | | | 4,01,42,125 | 4,01,42,125 |
| A. Reconciliation of the number of shares | | | | |
| Equity Shares | As at 31st March 2019 | | As at 31st March 2018 | |
| | Number of Shares | Amount | Number of Shares | Amount |
| Balance as at the beginning of the year | 4,01,42,125 | 4,01,42,125 | 4,01,42,125 | 4,01,42,125 |
| Balance as at the end of the year | 4,01,42,125 | 4,01,42,125 | 4,01,42,125 | 4,01,42,125 |
| B. Details of equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company | | | | |
| Name of Shareholder | As at 31st March 2019 | | As at 31st March 2018 | |
| | Nos. | % of Holding | Nos. | % of Holding |
| Winfotel Infomedia Technologies P.Ltd | 9000000 | 22.42% | 9000000 | 22.42% |

| | | | | |
|--------------|---|---|------------------|-------------|
| Total | - | - | 90,00,000 | 0.22 |
| | | | | |

C. Terms/ Rights Attached to the Equity Shares

The Company has only one class of Equity Shares having a par value of Rs. 1 per share..

Each holder of Equity shares is entitled to one vote per share

Note 12. OTHER EQUITY

(Amount
in Rs)

| | Reserve & Surplus | | |
|--|----------------------------------|----------------------|--------------------|
| | Securities Premium Reserve | Retained Earnings | Total |
| Balance as at 1st April, 2017 | 664334 | 3,41,387 | 10,05,720 |
| Profit for the year | 0 | 58,88,783 | 58,88,783 |
| Add:-Income Tax of Earlier Years | | - | - |
| | | 23,78,927 | 23,78,927 |
| Other comprehensive income for the year | 0 | - | - |
| Total comprehensive income for the year | 0 | 35,09,856 | 35,09,856 |
| Balance as at 31st March, 2018 | 664334 | 38,51,242 | 45,15,576 |
| Balance as at 1st April, 2018 | 664334 | 38,51,242 | 45,15,576 |
| Profit for the year | 0 | 82,62,531 | 82,62,531 |
| Less:- Dividend/Tax on Proposed dividend | | 9,66,310 | 9,66,310 |
| Other comprehensive income for the year | 0 | - | - |
| Total comprehensive income for the year | 0 | 72,96,221 | 72,96,221 |
| Balance as at 31st March, 2019 | 664334 | 1,11,47,463 | 1,18,11,797 |

SAGAR PRODUCTIONS LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2019

| | (Amount in Rs.) | |
|--|--------------------|--------------------|
| | As at 31.03.2019 | As at 31.03.2018 |
| Note 19. Revenue from Operations | | |
| Sales | 84,500,000 | 95,555,569 |
| Other Operating Income | - | - |
| | 84,500,000 | 95,555,569 |
| Note 20. Other Income | | |
| Income tax refund | - | 20,340 |
| | 0 | 20,340 |
| Note 21. Purchase of Stock In Trade | | |
| Purchases | 81,550,000 | 71,740,000 |
| | 81,550,000 | 71,740,000 |
| Note 22. Change in Inventories of Stock-In-Trade | | |
| Inventory at the Beginning | 3,200,000 | 1,200,000 |
| Inventory at the End | 10,950,000 | 3,200,000 |
| | (7,750,000) | (2,000,000) |
| Note 23. Employees Benefit Expenses | | |
| Salaries and Bonus | 711,064 | 245,790 |
| Staff Welfare | - | 0 |
| | 711,064 | 245,790 |
| Note 24. Other Expenses | | |
| Advertisement & Sales Promotion Expenses | 18,599 | 34,523 |
| commission & brokerage | 0 | 35,000 |
| Conveyance & Travelling Expenses | 192,029 | 23,658 |
| General Expenses | 501,946 | 452,361 |
| Director Sitting Fees | - | - |
| Rent, Rate & Taxes | 432,000 | 295,100 |
| Legal & Professional Charges | 433,109 | 119,432 |
| Bank Charges | 4,727 | 11,800 |
| Printing, Stationery & Communication | 93,995 | 7,172 |
| <u>Auditor's Remuneration</u> | | |
| Audit Fees | 50,000 | 30,000 |
| | 1,726,405 | 1,009,046 |
| Note 25. Earning Per Share | | |
| Basis for calculation of Basic and Diluted Earnings per share is as under: | | |
| Profit after tax (Rs.) | 7,296,222 | 3,509,857 |
| Weighted Average Number of Equity Shares (Nos) | 40,142,125 | 40,142,125 |
| Face Value of each Equity Share (Rs.) | 1 | 1 |
| Basic and Diluted Earning Per Equity Share (Rs.) | 0.1818 | 0.0874 |

Note 26. Fair Value

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments

| | (Amount in Rs.) | |
|---|------------------------|-------------------|
| | Carrying Value | |
| | As at | As at |
| | 31.03.2019 | 31.03.2018 |
| Financial Assets | | |
| Investments | 2560000 | 60000 |
| Loans | | |
| - Loans & Advances to others | | |
| - Loans & Advances to others | 3800000 | 1000000 |
| Other Financial Assets - Deposits | 335000 | 335000 |
| Trade Receivables | 44963629 | 68817429 |
| Cash & Cash equivalents | 985450.68 | 10112714 |
| Total | 52,644,080 | 80,325,143 |
| | | |
| Financial Liabilities | | |
| Borrowings | 750,000.00 | 750,000.00 |
| Trade Payables | | |
| - Trade Payables to others | 16,077,578 | 39,650,576 |
| Other Financial Liabilities | | |
| - Other Payables | 480,539 | 90,150 |
| Total | 17,308,117 | 40,490,726 |
| | | |
| | | |

The management assessed that Carrying Values approximate their fair value largely due to the short-term maturities of these instruments, hence the same has not been disclosed.

27. Related Party Transactions

Name of related parties in Transactions with company and description of relationship

Key Managerial Personnel (KMP):

| | |
|------------------------|---------------------------|
| Mr. Kalakad Sathi | - Whole-time Director |
| Mr. Sunil Kumar** | - Chief Financial Officer |
| Ms. Paridhi Manocha | - Company Secretary |
| Mr. Deepak Mardhekar** | - Chief Financial Officer |

28. Transaction with Related Parties during the Year

Remuneration to Key Managerial Personnel (KMP)

(Amount in Rs.)

| Name of Related Party | Nature of Transaction | Year ending March 31, 2019 | Year ending March 31, 2018 |
|------------------------|-----------------------|----------------------------|----------------------------|
| Mr. Kalakad Sathi | Remuneration | - | - |
| Mr. Sunil Kumar** | Remuneration | - | - |
| Ms. Paridhi Manocha | Remuneration | 27,420 | - |
| Mr. Deepak Mardhekar** | Remuneration | - | - |

**Mr. Sunil Kumar was appointed as the Chief Financial Officer with effect from March 30, 2019.

**Mr. Deepak Mardhekar also resigned from the position of Chief Financial Officer of the Company with effect from March 30, 2019.

In accordance with Accounting Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable geographic segment in India.

29. **Capital Risk Management:**

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

30. **Contingent Liabilities:** Nil (Previous Year – Nil)

31. **Financial risk management objectives and policies**

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the

unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities. The Company generally doesn't have collateral.

Trade Receivables and Security Deposits

Customer credit risk is managed by business through the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables and security deposits are regularly monitored.

Liquidity Risk

The company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The company has no outstanding bank

borrowings. The company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived

32. First time adoption of Ind AS

The Company has adopted Ind As for the first time in the year ended on 31st March, 2018. This is the second-year company have prepared Financials according to Indian Accounting Standard.

Exemption Applied

Ind AS 101 allows first-time adopters certain mandatory and voluntary exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the exemption with respect to Property, Plant & Equipment.

As permitted by IND AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant & equipment.

Estimates

The estimates at 1 April 2017 and at 31 March 2018 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation.

33. The following reconciliations provides a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

- a) Reconciliation of Balance Sheet as at April 1, 2017
- b) Reconciliation of Balance Sheet as at March 31, 2018
- c) Reconciliation of Statement of Profit and Loss for the year ended March 31, 2018

Reconciliation of Balance Sheet as at April 1, 2017

(Amount in Rs.)

| Assets | Regrouped Previous GAAP | Ind AS Adjustment | Ind AS |
|--------------------------------|------------------------------------|------------------------------|---------------|
| 1) Non-Current Assets | | | |
| a) Property, Plant & Equipment | - | - | - |
| b) Financial Assets | | | |
| i) Investments | 60,000 | - | 60,000 |
| ii) Loans | 10,00,000 | - | 10,00,000 |
| iii) Other Financial Assets | 3,80,000 | | 3,80,000 |
| c) Deferred Tax Assets | - | - | - |
| d) Other non-current assets | 1,97,39,240 | | 1,97,39,240 |
| 2) Current Assets | | | |

| | | | |
|-----------------------------------|--------------------|---|--------------------|
| a) Inventories | 12,00,000 | - | 12,00,000 |
| b) Financial Assets | | | |
| i) Trade Receivables | 4,08,75,860 | - | 4,08,75,860 |
| ii) Cash and Cash Equivalents | 94,297 | - | 94,297 |
| iii) Loans | - | - | - |
| c) Current tax Assets | - | - | - |
| d) Other Current Assets | 5,22,801 | - | 5,22,801 |
| Total | 6,38,72,198 | - | 6,38,72,198 |
| Equity and Liabilities | | | |
| 1) Equity | | | |
| a) Equity Share Capital | 4,01,42,125 | - | 4,01,42,125 |
| b) Other Equity | 10,05,720 | - | 10,05,720 |
| 2) Non-Current Liabilities | | | |
| a) Deferred Tax Liabilities | - | - | - |

| | | | |
|----------------------------------|--------------------|---|--------------------|
| b) Provisions | 9,76,150.00 | | 9,76,150.00 |
| 3) Current Liabilities | | | |
| a) Financial Liabilities | | | |
| i) Borrowings | - | - | - |
| ii) Trade Payables | 2,16,58,053 | - | 2,16,58,053 |
| iii) Other Financial Liabilities | - | - | - |
| b) Current tax liabilities | - | | - |
| c) Other Current Liabilities | 90,150 | - | 90,150 |
| Total | 6,38,72,198 | - | 6,38,72,198 |

Reconciliation of Balance Sheet as at March 31, 2018

(Amount in Rs.)

| Assets | Regrouped Previous GAAP | Ind AS Adjustment | Ind AS |
|--------------------------------|------------------------------------|------------------------------|---------------|
| 1) Non-Current Assets | | | |
| a) Property, Plant & Equipment | - | - | - |
| b) Financial Assets | | | |

| | | | |
|-------------------------------|--------------------|---|--------------------|
| i) Investments | 60,000 | - | 60,000 |
| ii) Loans | 10,00,000 | - | 10,00,000 |
| iii) Other Financial Assets | 3,35,000 | | 3,35,000 |
| c) Deferred Tax Assets | - | - | - |
| d) Other non-current assets | 48,473 | | 48,473 |
| 2) Current Assets | | | |
| a) Inventories | 32,00,000 | - | 32,00,000 |
| b) Financial Assets | | | |
| i) Trade Receivables | 6,88,17,429 | - | 6,88,17,429 |
| ii) Cash and Cash Equivalents | 1,01,12,714 | - | 1,01,12,714 |
| iii) Loans | - | - | - |
| c) Current tax Assets | 35,000 | - | 35,000 |
| d) Other Current Assets | 32,70,521 | - | 32,70,521 |
| Total | 8,54,35,664 | - | 8,54,35,664 |

| | | | |
|-----------------------------------|--------------------|---|--------------------|
| Equity and Liabilities | | | |
| 1) Equity | | | |
| a) Equity Share Capital | 4,01,42,125 | - | 4,01,42,125 |
| b) Other Equity | 45,15,577 | - | 45,15,577 |
| 2) Non-Current Liabilities | | | |
| a) Borrowings | 7,50,000 | - | 7,50,000 |
| b) Provisions | - | | - |
| 3) Current Liabilities | | | |
| a) Financial Liabilities | | | |
| i) Borrowings | - | - | - |
| ii) Trade Payables | 3,96,50,576 | - | 3,96,50,576 |
| iii) Other Financial Liabilities | - | - | - |
| b) Provisions | 17,30,709 | - | 17,30,709 |
| c) Current tax liabilities | - | - | - |
| d) Other Current Liabilities | 90,150 | - | 90,150 |
| Total | 8,68,79,137 | - | 8,68,79,137 |

Reconciliation of Statement of Profit and Loss for the year ended March 31, 2018

(Amount in Rs.)

| | Regrouped Previous GAAP | Ind AS Adjustment | Ind AS |
|--|--|------------------------------|--------------------|
| Revenue from Operations | 9,55,55,569 | - | 9,55,55,569 |
| Other Income | 20,340 | - | 20,340 |
| Total Income | 9,55,75,909 | - | 9,55,75,909 |
| Expenses | | | |
| Cost of Raw Material Consumed | 1,96,92,290 | | 1,96,92,290 |
| Purchases of Stock-In-Trade | 7,17,40,000 | - | 7,17,40,000 |
| Changes in Inventories of Stock-In-Trade | (20,00,000) | - | (20,00,000) |
| Employee Benefit Expenses | 2,45,790 | - | 2,45,790 |
| Finance Cost | - | - | - |
| Depreciation and Amortisation Expense | - | - | - |
| Other Expenses | 10,09,046 | - | 10,09,046 |
| Total Expenses | 9,06,87,126 | - | 9,06,87,126 |
| Profit Before Tax | 48,88,783 | - | 48,88,783 |

| | | | |
|--|------------------|---|------------------|
| <i>Tax Expense</i> | | | |
| Current Tax | (10,00,000) | - | (10,00,000) |
| Deferred Tax | - | - | - |
| Profit for the period | 58,88,783 | - | 58,88,783 |
| Other Comprehensive Income | - | - | - |
| Total Comprehensive Income for the period | 58,88,783 | - | 58,88,783 |

34. Certain Balances of parties under sundry debtors, creditors, loans and advances are subject to confirmations/reconciliation.

35. There was no expenditure/earning in Foreign Currency during the year.

For S C Mehra & Associates
Chartered Accountants
Firm Registration No. 106156W/ W100305

(CA S C Mehra)
Partner
P. No: 039730

Place : Mumbai

Date : 30.05.2019

For Sagar Productions Limited

Sd/-
Kalakad Sathi
Whole-time Director
DIN: 00150876

Sd/-
Sunil Kumar
Director and CFO
DIN: 08324531

Sd/-
Shalu Sharma
Company Secretary

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SAGAR PRODUCTIONS LIMITED

L93000MH1980PLC170432

Regd Office: B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai Mumbai City MH 400053
Tel.: +91-9167199122, E-mail Id: splgrive@rediffmail.com Website: www.sagarproductions.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

| | | | |
|-------------|--|---------------|--|
| D.P. Id* | | Folio No. | |
| Client Id * | | No. of Shares | |

NAME OF THE SHAREHOLDER / PROXYHOLDER: _____

I hereby record my presence at the 40th **Annual General Meeting** of the Company held on **Monday, September 30, 2019 at 1.00 p.m.** at 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, Mumbai-400057

Signature of Shareholder/Proxyholder

Note: Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

SAGAR PRODUCTIONS LIMITED

L93000MH1980PLC170432

Regd Office: B-403 Crystal Plaza, New Link Road, Andheri (W) Mumbai Mumbai City MH 400053
Tel.: +91-9167199122, E-mail Id: splgrive@rediffmail.com Website: www.sagarproductions.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration Rules, 2014]

Name of the Member(s) : _____
Registered Address : _____
Email ID : _____
Folio No./Client ID/DP ID : _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1) Name : _____ Address : _____

Email ID: _____ Signature: _____ or failing him

2) Name : _____ Address : _____

Email ID: _____ Signature: _____ or failing him

3) Name : _____ Address : _____

Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **40th Annual General Meeting** of the Company to be held on **Monday, September 30, 2019 at 1.00 p.m.** at 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, Mumbai-400057 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Ordinary Business | Special Business |
|---|---|
| <ol style="list-style-type: none">1. Adoption of financial statements for the year ended as at 31st March, 2019 and Reports of Directors' and Auditors' thereon.2. To declare final dividend on Equity shares of Re. 0.02 (2%) per share on 4,01,42,125 Equity shares for the financial year ended 31st March, 2019. | <ol style="list-style-type: none">3. Regularization of the appointment of Mr. Sunil Kumar as Executive Director of the Company.4. Regularization of the appointment of Mr. Abhishek Parashar as Independent Director of the Company.5. Regularization of the appointment of Mr. Tanuraj Adhikari as Independent Director of the Company.6. Regularization of the appointment of Mr. Sakar Watal as Non-Executive Director of the Company.7. Re-appointment of Mr. Kalakad S. Sathi as Whole-time Director of the Company. |

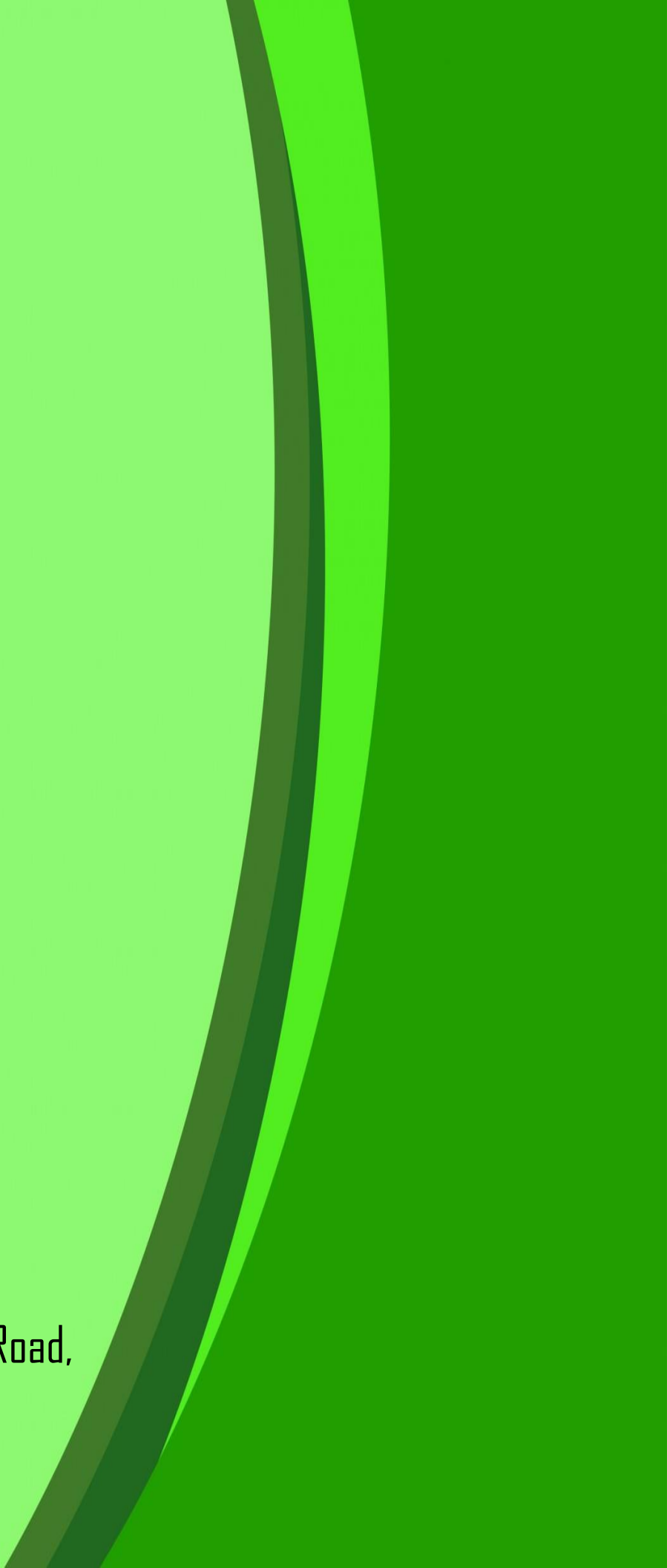
Signed this _____ day of _____ 2019.

Signature of Shareholder
the proxy (holders)

Signature of

Notes:

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.



Sagar Productions Limited
B-403, Crystal Plaza, New Link Road,
Andheri West, Mumbai- 400053