

***Sagar Productions
Limited***

***38TH ANNUAL REPORT
2016-17***

COMPANY INFORMATION

BOARD OF DIRECTORS

- Kalakad Sathi (Whole-time Director)
- Jitendra Keny (Non-Executive, Independent)
- Hemlata Chanda (Non-Executive, Independent)
- Deepak Mardhekar (Executive Director)

REGISTERED OFFICE: 907, Dev Plaza, 9th Floor, Opp Andheri Fire Station S. V. Road, Andheri- West, Mumbai – 400 059.

Phone – 022-65224150

EMAIL ID:

splgrive@rediffmail.com

WEBSITE:

www.sagarproductions.com

AUDITORS:

M/s. Sudhir M Desai & Co.,
Chartered Accountants

SECRETARIAL AUDITORS:

Mrs. Averil Pinto
Practising Company Secretary

BANKERS:

HDFC Bank Ltd.
The Pratap Co-Op Bank Ltd

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

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SAGAR PRODUCTIONS LIMITED

CIN: L93000MH1980PLC170432

Registered Office: 907, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, Andheri (W), Mumbai -400059

Tel No.: 022-65224150 E-mail id: splgrive@rediffmail.com Website: www.sagarproductions.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **M/s. SAGAR PRODUCTIONS LIMITED** will be held on Saturday, **September 30, 2017** at 2 p.m. at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai - 400 092, 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, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Deepak Mardhekar (DIN: 06985092), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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, 2017.

SPECIAL BUSINESS

4. Appointment of Statutory Auditors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Pathik Maniyar & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sudhir M Desai & Co., Chartered Accountants, Mumbai

RESOLVED FURTHER THAT M/s. Pathik Maniyar & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the 38th AGM, (i.e. this AGM) to the conclusion of the 43rd AGM, to be held in 2022 (subject to ratification of appointment by the members at every AGM held after this AGM), on a remuneration as may be agreed upon by the Board of Directors and the Auditors.”

Registered Office:

907, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, Andheri (West), Mumbai – 400059.

Website: www.sagarproductions.com

E-mail: splgrive@rediffmail.com

Tel: 022-65224150

Place: Mumbai

Date: September 2, 2017

By Order of the Board of Directors
For Sagar Productions Limited

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. 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.
3. 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.
4. 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.
5. The Company has notified closure of Register of Members and Share Transfer Books from September 25, 2017 to September 30, 2017 (both days inclusive) for the purpose of annual book closure.

6. 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.
7. 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.
8. 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.
9. 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., 6 Mangoe Lane, and (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata, West Bengal-700001.
10. 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.

11. The Annual Report 2016-17 and Notice of the 38th 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.
12. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2016-17 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: spigrive@rediffmail.com
13. **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. Dr. S. K. Jain, Practising Company Secretary, Proprietor of M/s. S. K. Jain & Company, Company Secretaries, FCS 1473, CP. No. 3076 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, 2017 (9:00 a.m.) and ends on 29th September, 2017 (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, 2017 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	<ul style="list-style-type: none"> • Enter your 10-digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence number provided on the address label.
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.

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. 4

M/s. Sudhir M Desai & Co., Chartered Accountants, Mumbai have tendered their resignation from the position of Statutory Auditors due to certain unavoidable circumstances, resulting into a casual vacancy as elucidated in Section 139(8) of the Companies Act, 2013. Since, the Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting; the Board proposes that M/s. Pathik Maniyar & Co., Chartered Accountants be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sudhir M Desai & Co.

M/s. Pathik Maniyar & Co., Chartered Accountants have conveyed their consent to be appointed as Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

M/s. Pathik Maniyar & Co., is a firm of Chartered Accountants based in Mumbai. They undertake various professional assignments in several specialized fields. Also, they are engaged in Management Audits like Internal Audit, Stock Audit, Fixed Asset verification etc., Share valuation, Accounting Services & many more. M/s. Pathik Maniyar & Co., have duly conveyed their assent to be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused.

Accordingly, Ordinary Resolution, recommended by the Board is submitted to the meeting for the consideration and approval of members.

None of the Directors/Key Managerial Personnel of the Company or their relatives, in any way are concerned or interested in the said resolution as set out at Item No. 4.

Registered Office:

907, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, Andheri (West), Mumbai - 400059.

Website: www.sagarproductions.com

E-mail: splgrive@rediffmail.com

Tel: 022-65224150

Place: Mumbai

Date: September 2, 2017

By Order of the Board of Directors
For Sagar Productions Limited

Kalakad Sathi
Whole-time Director
DIN: 00150876

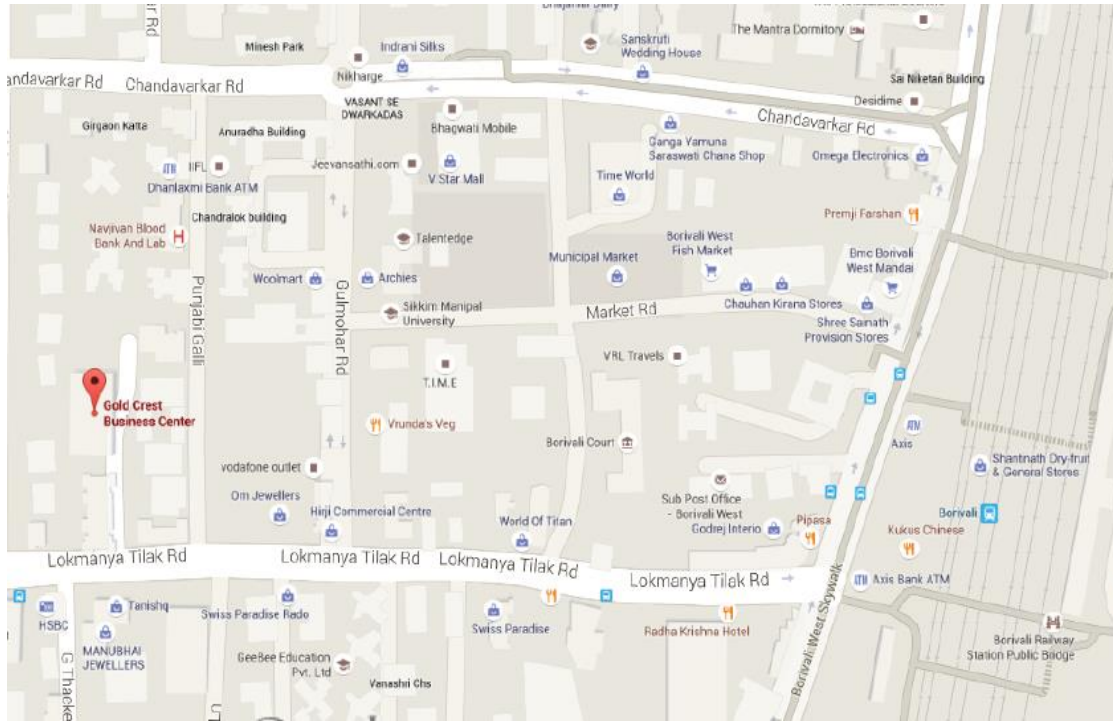
Annexure to Notice

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	Deepak Bhiku Mardhekar
DIN	06985092
Date of Birth	17/10/1992
Date of Appointment	28/08/2014
Brief Profile	Mr. Mardhekar has more than five years of experience in Media and Production Line.
Qualifications	Commere 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



DIRECTORS' REPORT

The Members,
SAGAR PRODUCTIONS LIMITED

Your Directors are pleased to present their **38th Annual Report** together with the Audited Financial Statements for the financial year ended March 31, 2017 and the Auditors Report thereon.

1. Business Performance

(Rs. In Lacs)

Particulars	Year Ended 31-03-2017	Year Ended 31-03-2016
Revenue from Operations	504.72	90.73
Other Income	--	--
Finance Cost	--	--
Depreciation	--	--
Profit before Exceptional Items & Tax	50.78	1.05
Exceptional Items		
Profit before Tax	50.78	1.05
Provision for Tax	10.00	--
Deferred Tax	--	--
Profit for the year	40.78	0.70
Appropriations:		
Proposed Dividend	--	--
Interim Dividend	--	--
Dividend Distribution Tax	--	--
Balance c/f to Balance Sheet as at 31.03.2017	10.07	(31.07)

2. Operations and Future Plans

During the year under review the Company's Turnover has increased from Rs. 90.73 Lakhs to Rs. 504.72 Lakhs. However, the expenses during the year have risen significantly from Rs. 89.68 Lakhs to Rs. 453.94 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, 2017. 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, 2017 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 2016-17 and instead intends to retain the net profit in the Profit & Loss Account for the year ended 31st March, 2017.

6. Directors and Key Managerial Personnel

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mr. Deepak Bhiku Mardhekar (06985092), Director of the Company retires by rotation at this Annual General Meeting of the Company and being eligible, offers himself for reappointment.

7. 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.

8. Meetings of the Board

During the year ended March 31, 2017, Five (5) Board Meetings were held by the Company on 27th May, 2016, 13th August, 2016, 11th November, 2016, 9th February, 2017 and 20th March, 2017.

9. 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 Mr. Jitendra Keny (Non-Executive, Independent), Mr. Kalakad Sathi (Executive) and Mrs. Hemlata Chanda (Non-Executive, Independent). The Chairman of the Committee is Mr. Jitendra Keny 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, 2017, five (5) Meetings of Audit Committee were held on 27th May, 2016; 13th August, 2016; 11th November, 2016; 9th February, 2017 and 20th March, 2017.

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. Jitendra Keny (Non-Executive, Independent Director), Mr. Kalakad Sathi (Executive Director) and Mrs. Hemlata Chanda (Non-Executive, Independent Director). The Committee is chaired by Mr. Jitendra Keny. During the year ended 31st March, 2017, one (1) Committee Meeting was held on 9th February, 2017.

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.

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. Jitendra Keny (Nonexecutive, Independent) and Mr. Kalakad Sathi (Executive). The Committee is chaired by Mrs. Hemlata Chanda. During the year ended 31st March, 2017, four (4) Committee Meetings were held on 27th May, 2016; 13th August, 2016; 11th November, 2016 and 9th February, 2017.

10. 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.

11. 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.

12. 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.

13. 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.

14. 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".

15. 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.

16. Auditors & their Report

a) Change in Auditors:

Appointment of M/s. Sudhir M Desai & Co., Chartered Accountants formed part of the Agenda at the ensuing Annual General Meeting. However, they tendered their resignation resulting into a casual vacancy as elucidated in Section 139(8) of the Companies Act, 2013.

The Board of Directors at their Meeting held on 2nd September, 2017 have considered & approved the appointment of M/s. Pathik Maniyar & Co., Chartered Accountants, as Statutory Auditors of the Company subject to approval of members in the ensuing Annual General Meeting to fill the casual vacancy caused by the resignation of M/s. Sudhir M Desai & Co., Chartered Accountants, Mumbai.

Your Directors recommend appointment of M/s. Pathik Maniyar & Co., as the Statutory Auditors of the Company to hold office from the conclusion of the 38th AGM, (i.e. this AGM) to the conclusion of the 43rd AGM, to be held in 2022 (subject to ratification of appointment by the members at every AGM held after this AGM),

(Amended in the Board Meeting held on 2nd September, 2017 pursuant to Resignation of Auditor)

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 Mrs. Averil Pinto, Practising Company Secretary as Secretarial Auditors to undertake secretarial audit of the Company for the financial year ended March 31, 2017. 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 Company has not appointed Chief Financial Officer (CFO) and Company Secretary as whole time Key Managerial Personnel under section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014.*
- 2) *Shareholding Pattern for the Quarter ended 31.03.2016 was filed on 06.06.2016 due to which SEBI has imposed penalty of Rs. 17775/-*

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

1. Even after making deliberate efforts; the Company was unable to appoint Chief Financial Officer and Company Secretary during the year. The Company assures you that the Company will appoint suitable candidates for the post of Chief Financial Officer and Company Secretary.

2. The Company adheres to all Compliances diligently. However, in the said quarter the Company failed to file the Shareholding Pattern due to an accidental omission. The fine imposed on the Company has been duly remitted.

17. 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.

18. 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.

19. 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>

20. 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.

21. Material Changes affecting the financial position of the Company

During the year ended March 31, 2017, 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.

22. 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.

23. 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, 2017, 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	3,03,71,145	75.66
Held in Demat form with NSDL	97,68,625	24.33
Held in physical mode	2,355	0.01

24. 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 2016-17.

25. Subsidiary Companies

The Company does not have any Subsidiary Company.

26. 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.

27. 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, 2017, the Equity Share Capital is Rs. 4,01,42,125 and Net worth is Rs. 38,648,604/-. 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.

28. **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.

29. **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.

30. **Management Discussion and Analysis**

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

31. **Particulars of Employees**

Particulars of employees in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given, as none of the employees qualifies for such disclosure.

32. **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.

33. **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**

Kalakad Sathi
Whole-time Director
(DIN: 00150876)

**Place: Mumbai
Date: May 30, 2017**

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.

FORM NO. MGT-9

Extract of Annual Return as on the financial year ended 31st March 2017
[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	907, Dev Plaza, 9 th Floor, Opp. Andheri Fire Station, Andheri (West), Mumbai, MH 400059
f.	Contact Details	022- 65224150 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	6, Mangoe Lane, 2 nd Floor, Kolkata, West Bengal - 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	100%

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	
Promoter									
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	75000	9000000	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):-	75000	9000000	9075000	22.61	9075000	0	9075000	22.61	-
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)	75000	9000000	9075000	22.61	9075000	0	9075000	22.61	-
Public Shareholding									
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	-
FIs	0	0	0	0	0	0	0	0	-
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	-
Others (specify)	0	0	0	0	0	0	0	0	-
Sub-total(B)(1)	0	0	0	0	0	0	0	0	-
Non Institutions									
Bodies Corp									
(i) Indian	236524	1000000	1236524	3.08	1272880	-	1272880	3.17	0.09
(ii) Overseas	0	0	0	0					
Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1006023	1489	1007512	2.51	969856	1439	971295	2.42	(0.09)
(ii) Individual shareholders holding nominal share capital in	0	28800000	28800000	71.75	28800019	0	28800019	71.75	-

excess of Rs 1 lakh									
Others	0	0	0	0	0	0	0	0	0
Clearing Member	10579	0	10579	0.03	10546	0	10546	0.03	-
NRIs	11644	0	11644	0.03	11519	0	11519	0.03	-
Trust	0	866	866	0	0	866	866	0.00	-
Sub-total(B)(2)	1264770	29802355	31067125	77.39	31064820	2305	31067125	77.39	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	1264770	29802355	31067125	77.39	31064820	2305	31067125	77.39	-
Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	-
Grand Total (A+B+C)	1339770	38802355	40142125	100.00	40139820	2305	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			
		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	% change in share holding during the year
1.	Winfotel Infomedia Technologies	9000000	22.42	0	9000000	22.42	0	-
2.	Divit India Services Pvt. Ltd.	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)

S. 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	14,50,000	3.61	2	-	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	--	25,00,000	--	25,00,000
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not	--	--	--	--
Total(i+ii+iii)	--	25,00,000	--	25,00,000
Change in Indebtedness during the FY				
- Addition	--	--	--	--
- Reduction	--	25,00,000	--	25,00,000
Net Change	--	25,00,000	--	25,00,000
Indebtedness at the end of the FY	--	--	--	--
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	--	--	--

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	42,500	42,500	85,000
	Total (1)	42,500	42,500	85,000
	<u>Other Non-Executive Directors</u> • Fee for attending Board / committee meetings • Commission • Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	42,500	42,500	85,000

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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) 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	--	--	--	--

7. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were No Penalties/ Punishment/ Compounding of Offences for the year ending 31st March, 2017.

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	-	-	-	-	-

Annexure - C

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

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

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

To,

The Members,

SAGAR PRODUCTION 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 PRODUCTION 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, 2017** 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, 2017** 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, 2017 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 :

- 1) The Company has not appointed Chief Financial Officer (CFO) and Company Secretary as whole time Key Managerial Personnel under section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014.**
- 2) Shareholding Pattern for the Quarter ended 31.03.2016 was filed on 06.06.2016 due to which SEBI has imposed penalty of Rs. 17775/-**

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: 29.05.2017

Place: Mumbai

For Averil F. Pinto

Practicing Company Secretary

FCS No: 30272

COP No. 12643

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: 29.05.2017

Place: Mumbai

For Averil F. Pinto
Practicing Company Secretary
FCS No: 30272
COP No. 12643

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

THE INDIAN MEDIA AND ENTERTAINMENT INDUSTRY:

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues.

The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

The Indian media & entertainment sector is expected to grow at a Compound Annual Growth Rate (CAGR) of 13.9 per cent to touch Rs 2.42 trillion (US\$ 37.57 billion) by 2021, while revenues from advertising is expected to grow at 15.3 per cent to Rs 1.08 trillion (US\$ 16.74 billion).

Over FY 2016-21, radio will likely grow at a CAGR of 16.1 per cent, while digital advertising will grow at 30.8 per cent. The largest segment, India's television industry, is expected to grow at a CAGR of 14.7 per cent, while print media is expected to grow at a CAGR of 7.3 per cent.

India is one of the highest spending and fastest growing advertising market globally. The country's expenditure on advertising is expected to grow at 12 per cent to Rs 61,100 crore (US\$ 9.47 billion) in the year 2017. Television segment, which continues to hold highest share of spending, accounts for 41 per cent of the total market share, and is expected to grow by 10.3 per cent in 2017. The advertising spending over the print medium is expected to grow by 5.7 per cent.

The Foreign Direct Investment (FDI) inflows in the Information and Broadcasting (I&B) sector (including Print Media) in the period April 2000 – March 2017 stood at US\$ 6.49 billion, as per data released by Department of Industrial Policy and Promotion (DIPP).

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 increased from Rs. 90.73 Lakhs to Rs. 504.72 Lakhs. However, the expenses during the year have risen significantly from Rs. 89.68 Lakhs to Rs. 453.94 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 defer 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

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, 2017 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: 10.08.2017

(Kalakad Sundaram Sathi)
Whole-time
Director
DIN: 00150876

INDEPENDENT AUDITOR'S REPORT

To the Members of
SAGAR PRODUCTIONS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Sagar Productions Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit, and Loss and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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; design, implementation and maintenance of adequate internal financial controls, that are 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor

considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's

management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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 Act in the manner so required and give a true and Fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2017, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - 1) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - 2) 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;
 - 3) the 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
 - 4) in our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - 5) On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

- 6) 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 B”.
- 7) 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:
 - j) 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Sudhir M Desai & Co.
Chartered Accountants
Firm Registration No. 125516W

Sd/-
Sudhir M Desai
Proprietor
M. No: 041999

Place: Mumbai
Date: 29.05.2017

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
c) The title deeds of immovable properties are held in the name of the company.
- 2) a) The management has conducted the physical verification of inventory at reasonable intervals.
b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- 4) 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 Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value

added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) The Company is registered under section 45-IA of the Reserve Bank of India Act 1934.

For Sudhir M Desai & Co.
Chartered Accountants
Firm Registration No. 125516W

Sd/-
Sudhir M Desai
Proprietor
M. No: 041999

Place: Mumbai
Date: 29.05.2017

“Annexure B” to the Independent Auditor’s Report

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 **M/s. SAGAR PRODUCTIONS LIMITED** (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone 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. 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 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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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

judgement, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, 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, 2017, 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 Sudhir M Desai & Co.

Chartered Accountants

Firm Registration No. 125516W

Sd/-

Sudhir M Desai

Proprietor

M. No: 041999

Place: Mumbai

Date: 29.05.2017

BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	NOTE NO.	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
I EQUITY AND LIABILITIES			
1 SHAREHOLDER'S FUNDS			
(a) Share Capital	3	40,142,125	40,142,125
(b) Reserve & Surplus	4	1,005,720	(3,107,327)
2 NON-CURRENT LIABILITIES			
(a) Deferred Tax Liability		-	-
(b) Long-term provisions	5	976,150	57,267
3 CURRENT LIABILITIES			
(a) Short Term Borrowings	6	-	2,500,000
(b) Trade Payables	7	21,658,053	-
(c) Other current liabilities	8	90,150	28,205
TOTAL		63,872,198	39,620,270
II ASSETS			
1 NON-CURRENT ASSETS			
(b) Non-current investments	9	60,000	60,000
(c) Long-term loans and advances	10	1,426,950	2,926,018
(d) Work in Process	11	19,692,290	27,385,290
2 CURRENT ASSETS			
(a) Inventories	12	1,200,000	1,200,000
(b) Trade receivables	13	40,875,860	7,460,260
(c) Cash and cash equivalents	14	94,297	65,901
(d) Other current assets	15	522,801	522,801
TOTAL		63,872,198	39,620,270

See accompanying notes to the financial statements as per our report of even date

For Sudhir M Desai & Co.
Chartered Accountants

For Sagar Productions Limited

Sudhir M Desai
Proprietor
M. No: 041999

Kalakad Sathi
Whole-time Director
DIN: 00150876

Deepak Mardhekar
Director
DIN: 06985092

Place : Mumbai
Date : 29.05.2017

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
INCOME			
Revenue from operations	16	50,472,500	9,073,013
Other Income	-	-	-
Total Revenue		50,472,500	9,073,013
EXPENDITURE			
Purchases of Finished Goods		44,360,000	8,982,500
Change in inventories of Goods	17	-	(1,200,000)
Employees benefit expenses	18	78,450	80,584
Other expenses	19	956,003	1,104,635
Total expenses		45,394,453	8,967,720
Profit / (Loss) before tax		5,078,047	105,293
Tax expenses		-	-
Current tax		1,000,000	-
Income Tax for Earlier Years		-	35,000
Deferred Tax		-	-
Profit / (Loss) before exceptional item		4,078,047	70,293
Earning per equity shares			
(1) Basic		0.1016	0.0018

See accompanying notes to the financial statements as per our report of even date

For Sudhir M Desai & Co.
Chartered Accountants

For Sagar Productions Limited

Sudhir M Desai
Proprietor
M. No: 041999

Kalakad Sathi
Whole-time Director
DIN: 00150876

Deepak Mardhekar
Director
DIN: 06985092

Place : Mumbai
Date : 29.05.2017

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2017:

PARTICULARS	31.03.2017	31.03.2016
Cash Flow from operating activities :		
Net Profit before Tax as per P & L A/c	5,078,047	105,294
Adjusted for	-	-
Depreciation	-	-
Misc Exp W/off	-	-
Income tax Paid		
Operating Profit Before Working Capital Changes	5,078,047	105,294
Add : Adjusted for		
Other Current Assest	-	(500,000)
Sundry Debtors	(33,415,600)	(7,460,260)
Loans & Advances	1,499,068	1,108,000
Current Liabilities	21,719,998	(1,979,885)
Closing Stock	7,693,000	(28,585,290)
Less: Income Taxes Paid	(46,117)	
Net Cash Inflow/Outflow Operations (A)	2,528,396	(37,312,141)
Cash Flow from Investing Activities :		
Loans Repayment	(2,500,000)	-
Receipt of Unsecured Loan	-	(1,438,344)
Net Cash Flow from Investing Activities (B)	(2,500,000)	(1,438,344)
Cash Flow from Financial Activities:		
Share Capital	-	(13,542,875)
Share Capital Reduction	-	52,342,875
Deposits/Unsecured Loans	-	-
Misc. Expenditure	-	-
Income Tax Paid	-	-
Net Cash Flow from Financing Activities (C)	-	38,800,000
Net Cash Increase in Cash & Cash Equivalents (A + B + C)	28,396	49,514
Opening Balances of Cash & Cash Equivalents	65,901	16,387
Closing Balances of Cash & Cash Equivalents	94,297	65,901
NET INFLOW	28,396	49,514

See accompanying notes to the financial statements as per our report of even date

For Sudhir M Desai & Co.
Chartered Accountants

For Sagar Productions Limited

Sudhir M Desai
Proprietor
M. No: 041999
Place : Mumbai
Date : 29.05.2017

Kalakad Sathi
Whole-time Director
DIN: 00150876

Deepak Mardhekar
Director
DIN: 06985092

Notes forming part of the financial statements for the year ended 31st March, 2017

1. Corporate Information

Sagar Productions Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange.

2. Significant Accounting Policies

2.1 Basis for preparation of accounts

“These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the Companies (Account) Rules 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year”

2.2 Revenue Recognition

Revenues are recognized and expenses are accounted for on accrual basis with necessary provisions for all known liabilities and losses. Income from Non- Performing Assets is recognized only when it is realized. Interest on deposits and loans is accounted for on the time proportion basis after considering reasonable certainty that the ultimate collection will be made. Dividend income is recognized when right to receipts is established. Profit or loss on sale of securities is accounted on trade date basis.

2.3 Tangible Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation thereon. Fixed Assets are accounted at cost of acquisition inclusive of inward freight, duties taxes and other incidental expenses related to acquisition and installation of Fixed Assets incurred to bring the assets to their working condition for their intended use.

2.4 Intangible Fixed Assets

Internally generated intangible assets are measured at the expenditure incurred for development of the contents of its websites.

2.5 Depreciation & Amortisation

Depreciation on Fixed Assets is provided on Written Down Value method based on the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013. Internally generated intangible assets i.e. website content is amortised over a period of five years.

2.6 Investments

Investments made by the Company with a long term prospective in Quoted and Unquoted securities are held as investments and are valued at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

2.7 Inventories

Inventories are valued at lower of cost and net realisable value. Cost is determined on moving weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.8 Foreign Currency Transactions

No Foreign currency transactions are recorded during this Financial Year under review.

2.9 Employees Benefits

All employee benefit obligations payable wholly within twelve months of the rendering the services are classified as Short Term Employee Benefits. Such Benefits are estimated and provided for in the period in which the employee renders the related service. Post Employment Benefits All eligible employees of the Company are entitled to receive benefits under the provident fund and Gratuity is accounted for as and when paid.

2.10 Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

2.11 Related Party Transactions

During the year, no transactions have been entered into by the Company with any related party.

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR
ENDED 31ST MARCH 2017**

NOT E NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
3	SHARE CAPITAL AUTHORISED		
	60,000,000 Equity Shares of Re. 1/- Each	60,000,000	60,000,000
	ISSUED		
	40,150,075 Equity Shares of Re. 1/- Each (Previous Year 40,150,075 Equity Shares Of Re. 1/- Each)	40,150,075	40,150,075
	SUBSCRIBED & PAID UP		
	40,142,125 Equity Shares of Re. 1/- Each (Previous Year 40,142,125 Equity Shares Of Re. 1/- Each)	40,142,125	40,142,125
		40,142,125	40,142,125

3.1 The reconciliation of the number of shares outstanding is set out below :

Equity Shares at the beginning of the year	40,142,125	53,685,000
Ded: Shares Reduced by Capital Reduction	-	52,342,875
Add: Shares issued during the year	-	38,800,000
Equity Shares at the end of the year	40,142,125	40,142,125

3.2 Rights, Preferences & Restrictions attached to Equity Shares

The company has only one class of equity shares having a par value of Re. 1/- per share.

3.3 Details of shareholders holding more than 5% shares in the Company

Name of shareholder	As at 31 st March 2017		As at 31 st March 2016	
	No of shares held	% of Holding	No of shares held	% of Holding
Winfotel Infomedia Technologies Pvt Ltd	9000000	22.42%	9000000	22.42%

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR
ENDED 31ST MARCH 2017**

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
4	RESERVE & SURPLUS		
	Capital Reserve		
	As per last Balance Sheet	-	-
	(a)	-	-
	Security Premium Account		
	As per last Balance Sheet	-	-
	(b)	-	-
	General Reserve		
	As per last Balance Sheet	664,334	664,334
	(c)	664,334	664,334
	Statement of Profit & Loss		
	As per last Balance Sheet	(3,771,661)	(56,184,829)
	Add : Profit / (Loss) for the year	4,078,047	70,294
	Add : Income Tax of Earlier Years	35,000	-
	Less : Tax on Proposed Dividend	-	52,342,875
	(d)	341,386	(3,771,660)
	Total reserve & surplus (a+b+c+d)	1,005,720	(3,107,326)

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
5	LONG TERM PROVISIONS		
	Provision for Tax	973,230	54,347
	Provision for Sub-Assets	2,920	2,920
		976,150	57,267

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
6	SHORT TERM BORROWINGS		
	Inter Corporate Loan	--	2,500,000
			2,500,000

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR
ENDED 31ST MARCH 2017**

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
7	TRADE PAYABLES		
	Due to Micro, Small & Medium Enterprises	-	-
	Due to Others	21,658,053	-
		21,658,053	-

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
8	OTHER CURRENT LIABILITIES		
	Outstanding Expenses	90,150	28,205
	Other Liabilities	-	-
		90,150	28,205

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
9 NON CURRENT INVESTMENTS		
Quoted	-	-
(a)		
Unquoted	60,000	60,000
Sibsagar Trade & Agencies	60,000	60,000
(b)		
Share Application Money	-	-
(c)		
Total (a+b+c)	60,000	60,000

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
10	LONG-TERM LOANS AND ADVANCES (Unsecured and Considered good)		
	Loans (Inclusive interest accrues thereon)	1,000,000	2,520,568
	Deposit	380,000	380,000
	Advance Payment of Tax (Net of provision)	25,450	-
		1,426,950	2,926,018

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR
ENDED 31ST MARCH 2017**

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
11	WORK IN PROCESS		
	Work in Process	19,692,290	27,385,290
		19,692,290	27,385,290

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
12	INVENTORIES		
	Stock in Hand	1,200,000	1,200,000
		1,200,000	1,200,000

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
13	TRADE RECEIVABLES		
	(Unsecured and Considered good)		
	Outstanding for a period exceeding Six Months	19,620,860	--
	Others	21,255,000	7,460,260
		40,875,860	7,460,260

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
14	CASH AND BANK BALANCES		
	Cash in Hand	53,852	8,669
	Balance with bank in current account	40,445	57,232
	Total	94,297	65,901

NOTE NO	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
15	OTHER CURRENT ASSETS		
	Pre operative expenses		
	Share Issue Expenses	522,801	522,801
		522,801	522,801

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR
ENDED 31ST MARCH 2017**

NOTE NO	PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
16	REVENUE FROM OPERATIONS		
	Sales	50,472,500	9,073,013
		50,472,500	9,073,013

NOTE NO	PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
17	CHANGE IN INVENTORIES		
	Balance as of commencement of the Year		
	:		
	Finished Goods	-	-
	Traded Goods	-	-
	<i>Less:</i>		
	Balance as of end of the Year :		
	Finished Goods	-	1,200,000
	Traded Goods	-	-
		-	(1,200,000)

NOTE NO	PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
18	EMPLOYEE BEBEBFIT EXPENSES		
	Salaries	75,000	74,500
	Staff Welfare Expenses	3,450	6,084
		78,450	80,584

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR
ENDED 31ST MARCH 2017**

NOTE NO	PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
19	OTHER EXPENSES		
	Advertisement & Sales Promotion	58,478	27,803
	Director Sitting Fees	85,000	85,000
	General expenses	540,256	675,978
	Legal & Professional Charges	70,554	114,110
	Printing, Stationary & Communication expenses	10,685	10,714
	Rent, Rate & Taxes	180,000	180,000
	Remuneration to Auditors		
	Audit Fees	11,030	11,030
		956,003	1,104,635

The Company has regrouped/reclassified previous year's figures to conform to current year's classification/disclosures.

**For Sudhir M Desai & Co.
Chartered Accountants**

For Sagar Productions Limited

Sudhir M Desai
Proprietor
M. No: 041999

Kalakad Sathi
Whole-time Director
DIN: 00150876

Deepak Mardhekar
Director
DIN: 06985092

Place: Mumbai
Date: 29.05.2017

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SAGAR PRODUCTIONS LIMITED

L93000MH1980PLC170432

Regd Office: 907, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, Andheri (West), Mumbai- 400059

Tel.: +91-22-65224150, 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 38th **Annual General Meeting** of the Company held on **Saturday, September 30, 2017** at **2 p.m.** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092.

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: 907, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, Andheri (West), Mumbai- 400059

Tel.: +91-22-65224150, 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 **38th Annual General Meeting** of the Company to be held on **Saturday, September 30, 2017 at 2 p.m.** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1. Adoption of financial statements for the year ended as at 31 st March, 2017 and Reports of Directors' and Auditors' thereon. 2. Re-appointment of Mr. Deepak Mardhekar (DIN: 06985092), who retires by rotation. 3. 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 31 st March, 2017.	4. *Appointment of M/s. Subhash Parekh & Co. (FRN: 154239W) as Statutory Auditors of the Company.

**As per the Addendum to the Original AGM notice dated 2nd September, 2017*

Signed this _____ day of _____ 2017.

 Signature of Shareholder

 Signature of the proxy (holders)

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 commencement 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

CIN: L93000MH1980PLC170432

Registered Office: 907, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, Andheri (W), Mumbai -400059

Tel No.: 022-65224150 E-mail id: splgrive@rediffmail.com Website: www.sagarproductions.com

ADDENDUM TO THE ORIGINAL NOTICE OF AGM DATED 2ND SEPTEMBER, 2017

NOTICE is hereby given that Item No. 4 to be transacted in the original notice dated 2nd September, 2017 shall be replaced by the following Ordinary Resolution in the 38th Annual General Meeting of the Members of **M/s. SAGAR PRODUCTIONS LIMITED** to be held on Saturday, **30th September 2017** at 2.00 p.m. at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai - 400 092, India to transact the following business:

SPECIAL BUSINESS

Item No. 4: Appointment of Statutory Auditors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Subhash Parekh & Co. (Firm Registration No. 154239W) Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sudhir M Desai & Co., Chartered Accountants, Mumbai .

RESOLVED FURTHER THAT M/s. Subhash Parekh & Co. Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the 38th AGM, (i.e. this AGM) to the conclusion of the 43rd AGM, to be held in 2022 (subject to ratification of appointment by the members at every AGM held after this AGM), on a remuneration as may be agreed upon by the Board of Directors and the Auditors.”

Registered Office:

907, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, Andheri (West), Mumbai - 400059.

Website: www.sagarproductions.com

E-mail: splgrive@rediffmail.com

Tel: 022-65224150

Place: **Mumbai**

Date: **September 7, 2017**

By Order of the Board of Directors
For Sagar Productions Limited

Kalakad Sathi
Whole time Director
DIN: 00150876

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

ITEM NO. 4

The Board had proposed to appoint M/s. Pathik Maniyar & Co., Chartered Accountants to fill the casual vacancy caused by the resignation of M/s. Sudhir M Desai & Co. However, subsequent to the circulation of notice, we received a letter from M/s. Pathik Maniyar & Co. stating their ineligibility to be appointed as the Statutory Auditors of the Company, since they are not subject to peer review & they do not hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

In pursuance of the same, and based on the recommendation of the Audit Committee, the Board considered and approved the appointment of M/s. Subhash Parekh & Co. (FRN 154239W) as the Statutory Auditors, at a remuneration as may be agreed upon by the Board of Directors and the Auditors. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the provisions of Regulation 33 of the Listing Regulations. The proposal for their appointment has been included in the Notice convening the 38th AGM for obtaining approval of the Members of the Company.

Registered Office:
907, Dev Plaza, 9th Floor, Opp. Andheri Fire
Station, Andheri (West), Mumbai - 400059.
Website: www.sagarproductions.com
E-mail: splgrive@rediffmail.com
Tel: 022-65224150

Place: Mumbai
Date: September 7, 2017

By Order of the Board of Directors
For Sagar Productions Limited

Kalakad Sathi
Wholetime Director
DIN: 00150876

Note: The above addendum to the Notice & explanatory statement alongwith Notice dated 02.09.2017 of the ensuing 38th AGM is available on the website of the Company (www.sagarproductions.com). Further, as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 facility for e-voting is available to the members in respect of the aforesaid resolution on CDSL (our e-voting service provider) website.

Sagar Productions Limited
907 Dev plaza,
S.V.Road, Andheri - West,
Mumbai -400058