

**Report on Clause 35A of the Listing Agreement**

Date of Adjourned AGM	06.10.2015		
Total no. of shareholders on record	5,110		
No. of Shareholders present in Meeting in person or through proxy			
Shareholders	In person	Proxy	Total
Promoter & Promoter Group	1	-	1
Public	14	-	14
Total	15	-	15
No. of Shareholders attend the meeting through Video Conferencing	-		

**Details of agenda**

**Resolution no. 1:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To receive, consider and adopt the Directors Report, Auditors Report, Audited Balance Sheet and Profit & Loss Account for the Year ended 31<sup>st</sup> March 2015.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6) = [3/2*(100)]	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled  (9) = [7/4*(100)]	% of votes against on valid votes polled  (10) = [8/4*(100)]
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Promoter and Promoter Group	75000	75000	75000	0	100%	75000	0	100%	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public Others	1267125	5776	5569	7	0.4401%	5479	90	98.3839%	1.6161%
Total	1342125	80576	80569	7	6.0036%	80479	90	99.8883%	0.1117%

**Resolution no. 2:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To appoint a Director in place of Mr. Deepak Mardhekar (DIN: 06985092), who retires by rotation and being eligible, offers himself for re-appointment.



Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	75000	75000	75000	0	100%	75000	0	100%	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public Others	1267125	5776	5569	7	0.4401%	5467	102	98.1684%	1.8316%
Total	1342125	80576	80569	7	6.0036%	80467	102	99.8734%	0.1266%

**Resolution No. 3:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To re-appoint M/s. Sudhir M Desai & Co., Chartered Accountants (Firm Registration No.125516W),  
as the Statutory Auditors of the Company

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	75000	75000	75000	0	100%	75000	0	100%	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public Others	1267125	5776	5569	7	0.4401%	5467	102	98.1684%	1.8316%
Total	1342125	80576	80569	7	6.0036%	80467	102	99.8734%	0.1266%

**Resolution No. 4:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting



To appoint Mrs. Hemlata Chanda (DIN: 06570753), as an Independent Non-Executive Director.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6) = [3/2*(100)]	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled  (9) = [7/4*(100)]	% of votes against on valid votes polled  (10) = [8/4*(100)]
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	75000	75000	75000	0	100%	75000	0	100%	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public Others	1267125	5776	5569	7	0.4401%	5467	102	98.1684%	1.8316%
<b>Total</b>	<b>1342125</b>	<b>80576</b>	<b>80569</b>	<b>7</b>	<b>6.0036%</b>	<b>80467</b>	<b>102</b>	<b>99.8734%</b>	<b>0.1266%</b>

**Resolution no. 5:**

**Resolution Required:** Special Resolution

**Mode of voting:** Poll & E-voting

To adopt new Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6) = [3/2*(100)]	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled  (9) = [7/4*(100)]	% of votes against on valid votes polled  (10) = [8/4*(100)]
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	75000	75000	75000	0	100%	75000	0	100%	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public Others	1267125	5776	5569	7	0.4401%	5479	90	98.3839%	1.6161%
<b>Total</b>	<b>1342125</b>	<b>80576</b>	<b>80569</b>	<b>7</b>	<b>6.0036%</b>	<b>80479</b>	<b>90</b>	<b>99.8883%</b>	<b>0.1117%</b>

For Sagar Productions Limited

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



**FORM NO. MGT-13**

**Report On Scrutinizer**

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]**

To,

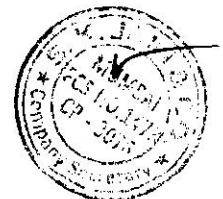
**The Chairman of SAGAR PRODUCTIONS LIMITED**

The adjourned **36<sup>th</sup> Annual General Meeting** of the Shareholders of **SAGAR PRODUCTIONS LIMITED** held on **Tuesday, 6<sup>th</sup> October, 2015 at 3:00 p.m.** at 1008/1009, Gold Crest Centre, L T Road, Borivali (West), Mumbai – 400 092.

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement for the purpose of Scrutinizing the remote e-voting and voting by poll taken at the adjourned **36<sup>th</sup> Annual General Meeting** of the Shareholders of **SAGAR PRODUCTIONS LIMITED** held on **Tuesday, 6<sup>th</sup> October, 2015 at 3:00 p.m.** at 1008/1009, Gold Crest Centre, L T Road, Borivali (West), Mumbai – 400 092, submit as under:

1. That the Annual General Meeting of Sagar Productions Limited was Held on Tuesday 29<sup>th</sup> September ,2015 At 03.00 P.M at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092. The requisite quorum i.e. 30 Members was not present within half an hour from the time appointed for holding Annual General Meeting. Accordingly the Annual General Meeting was adjourned to Tuesday 6<sup>th</sup> October, 2015 at 03.00 P.M at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092 and the members present in the Meeting were informed accordingly.



2. The Company also gave notice to the member by publishing it in Active Times (in English) and Mumbai Lakshdeep (Marathi) which appeared on 2<sup>nd</sup> October , 2015 informing members that the Annual General Meeting here on Tuesday 29<sup>th</sup> September, 2015 stood adjourned to Tuesday 6<sup>th</sup> October, 2015 at 03.00 P.M at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092
3. Accordingly the adjourned meeting was held on Tuesday 6<sup>th</sup> October, 2015 at 03.00 P.M at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092 and My report is as under:

**A. Relating to E-Voting:**

1. The Remote E-Voting period remained open from Saturday, 26<sup>th</sup> September, 2015 at 10:00 a.m. and closed on Monday, 28<sup>th</sup> September, 2015 at 5:00 p.m.
2. The Remote E-Voting was unblocked on 30<sup>th</sup> September, 2015 at 7:29 P.M. in presence of two witnesses who were not in the employment of the Company.

B.V. Shah  
Name: Mr. Bhaumin Shah

Akshay Vaid  
Name: Mr. Akshay Vaid



**B. Relating to voting by Poll:**

1. Total Members present in person at adjourned meeting held on Tuesday 6 <sup>th</sup> October, 2015	15(including representative authorized by the Companies u/s 113 of the Companies Act 2013)
Members who cast votes at Annual General Meeting through Poll(see note)**	15
Members who cast vote through e – voting as well as Poll.(see note)*	1

**NOTE: \*Shobha Suresh Shoney has cast vote through remote e –voting as well as through poll. Hence her vote through poll has been considered invalid.**

**\*\*Shobha Suresh Shoney has casted vote for 2 folios of her Shareholding. But considered as only one member.**

2. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.
3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

**C. Result of E-Voting and Poll:**

1. The voting rights were reckoned as on 23<sup>rd</sup> September, 2015, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
2. The ballot box was opened and polling papers were removed and examined.
3. Thereafter, the details of Equity shareholders, who voted for or against was extracted from the polling papers and the list of Equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Central Depository Services (India) Limited (CDSL) (helpdesk.evoting@cdslindia.com)
4. The combined result of remote E-voting and poll is as under:



**RESOLUTION NO. 1: (AS AN ORDINARY RESOLUTION)**

**To consider and adopt the audited Financial Statements of the Company.**

**(I) Voted in favour of the resolution:**

	<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% total number of valid votes cast</b>
<b>E-voting</b>	3	31	0.0385%
<b>Voting by poll</b>	14	80448	99.8498%
<b>Total</b>	<b>17</b>	<b>80479</b>	<b>99.8883%</b>

**(II) Voted against the resolution:**

	<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% total number of valid votes cast</b>
<b>E-voting</b>	01	90	0.1117%
<b>Voting by Poll</b>	0	0	0.00%
<b>Total</b>	<b>01</b>	<b>90</b>	<b>0.1117%</b>

**(III) Invalid Votes:**

	<b>Total number of members (in person or in proxy) whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
<b>E-voting</b>	0	0
<b>Voting by poll</b>	1	7
<b>Total</b>	<b>1</b>	<b>7</b>



**RESOLUTION NO. 2: (AS AN ORDINARY RESOLUTION)**

**To appoint a Director in place of Mr. Deepak Marddhekar (DIN: 06985092) who retires by rotation.**

**(I) Voted in favour of the resolution:**

	<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% total number of valid votes cast</b>
<b>E-voting</b>	02	19	0.0236%
<b>Voting by poll</b>	14	80448	99.8498%
<b>Total</b>	<b>16</b>	<b>80467</b>	<b>99.8734%</b>

**(II) Voted against the resolution:**

	<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% total number of valid votes cast</b>
<b>E-voting</b>	02	102	0.1266%
<b>Voting by Poll</b>	0	0	0.00%
<b>Total</b>	<b>02</b>	<b>102</b>	<b>0.1266%</b>

**(III) Invalid Votes:**

	<b>Total number of members (in person or in proxy) whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
<b>E-voting</b>	0	0
<b>Voting by poll</b>	1	7
<b>Total</b>	<b>1</b>	<b>7</b>





**RESOLUTION NO. 3: (AS AN ORDINARY RESOLUTION)**

To re-appoint M/s. Sudhir M. Desai & Co., Chartered Accountants as Statutory Auditors of the Company.

**(I) Voted in favour of the resolution:**

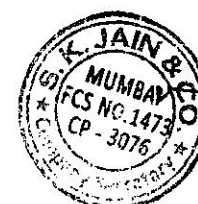
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	02	19	0.0236%
Voting by poll	14	80448	99.8498%
<b>Total</b>	<b>16</b>	<b>80467</b>	<b>99.8734%</b>

**(II) Voted against the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	02	102	0.1266%
Voting by Poll	0	0	0.00%
<b>Total</b>	<b>02</b>	<b>102</b>	<b>0.1266%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	7
<b>Total</b>	<b>1</b>	<b>7</b>



**RESOLUTION NO. 4: (AS AN ORDINARY RESOLUTION)**

**To appoint Mrs. Hemlata Chanda as Director of the Company.**

**(I) Voted in favour of the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	02	19	0.0236%
Voting by poll	14	80448	99.8498%
<b>Total</b>	<b>16</b>	<b>80467</b>	<b>99.8734%</b>

**(II) Voted against the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	02	102	0.1266%
Voting by Poll	0	0	0.00%
<b>Total</b>	<b>02</b>	<b>102</b>	<b>0.1266%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	7
<b>Total</b>	<b>1</b>	<b>7</b>



**RESOLUTION NO. 5: (AS A SPECIAL RESOLUTION)**

**To adopt New Articles of Association of the Company.**

**(I) Voted in favour of the resolution:**

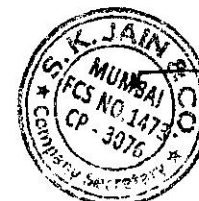
	<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% total number of valid votes cast</b>
<b>E-voting</b>	3	31	0.0385%
<b>Voting by poll</b>	15	80448	99.8498%
<b>Total</b>	<b>18</b>	<b>80479</b>	<b>99.8883%</b>

**(II) Voted against the resolution:**

	<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% total number of valid votes cast</b>
<b>E-voting</b>	01	90	0.1117%
<b>Voting by Poll</b>	0	0	0.00%
<b>Total</b>	<b>01</b>	<b>90</b>	<b>0.1117%</b>

**(III) Invalid Votes:**

	<b>Total number of members (in person or in proxy) whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
<b>E-voting</b>	0	0
<b>Voting by poll</b>	1	7
<b>Total</b>	<b>1</b>	<b>7</b>



<b>SR. NO.</b>	<b>RESOLUTION</b>	<b>NATURE OF RESOLUTION</b>	<b>FAVOUR IN (%)</b>	<b>AGAINST IN (%)</b>
1.	To consider and adopt the audited Financial Statements of the Company.	Ordinary Resolution	99.8883%	0.1117%
2.	To appoint a Director in place of Mr. Deepak Marddhekar (DIN: 06985092) who retires by rotation	Ordinary Resolution	99.8734%	0.1266%
3.	To re-appoint M/s. Sudhir M. Desai & Co., Chartered Accountants as Statutory Auditors of the Company.	Ordinary Resolution	99.8734%	0.1266%
4.	To appoint Mrs. Hemlata Chanda as Director of the Company.	Ordinary Resolution	99.8734%	0.1266%
5.	To adopt New Articles of Association of the Company.	Special Resolution	99.8883%	0.1117%



Result of Remote E-voting and by Poll as per **Clause 35A** of the Listing Agreement is as under:

In accordance with the amended Clause 35A of the Listing Agreement with the Stock Exchanges, this is to inform you that the Members of the Company at the 36<sup>th</sup> Annual General Meeting held on 06<sup>th</sup> October, 2015 transacted the following business:

Sr. No.	Description	Particulars		
1.	Date of the AGM	06 <sup>th</sup> October 2015		
2.	Book Closure Date	23 <sup>rd</sup> September, 2015 to 29 <sup>th</sup> September, 2015 (both days inclusive)		
3.	Total number of Shareholders on record date	5110		
4.	No. of Shareholders present in the Meeting either in person or through proxy:			
	<b>Category of Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoter and Promoter Group	1	0	1
	Financial Institution	0	0	0
	Public	14	0	14
	<b>Total</b>	<b>15</b>	<b>0</b>	<b>15</b>
5.	No. of Shareholders attended the Meeting through Video Conference – Not Applicable			



**Outcome of the Annual General Meeting of the Members of the Company**

The adjourned Annual General Meeting of the Members of the Company was held on Tuesday 6<sup>th</sup> October, 2015 at 3:00 p.m. at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092.. The mode of voting was by way of Poll/E-Voting. The Shareholders transacted the business provided as under:

**Resolution No. 1**

**To consider and adopt the audited Financial Statements of the Company.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	75000	75000	75000	0	100%	75000	0	100%	0
Public Institutio nal holders	0	0	0	0	0	0	0	0	0
Public Others	1267125	5776	5569	7	0.4401%	5479	90	98.3839%	1.6161%
<b>Total</b>	<b>1342125</b>	<b>80576</b>	<b>80569</b>	<b>7</b>	<b>6.0036%</b>	<b>80479</b>	<b>90</b>	<b>99.8883%</b>	<b>0.1117%</b>



**Resolution No. 2**

**To appoint a Director in place of Mr. Deepak Marddhekar (DIN: 06985092) who retires by rotation and being eligible, offers himself for re-appointment.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	75000	75000	75000	0	100%	75000	0	100%	0
Public Institutio nal holders	0	0	0	0	0	0	0	0	0
Public Others	1267125	5776	5569	7	0.4401%	5467	102	98.1684%	1.8316%
<b>Total</b>	<b>1342125</b>	<b>80576</b>	<b>80569</b>	<b>7</b>	<b>6.0036%</b>	<b>80467</b>	<b>102</b>	<b>99.8734%</b>	<b>0.1266%</b>



**Resolution No. 3**

**To re-appoint M/s. Sudhir M. Desai & Co., Chartered Accountants as Statutory Auditors of the Company.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
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Promoter and Promoter Group	75000	75000	75000	0	100%	75000	0	100%	0
Public Institutio nal holders	0	0	0	0	0	0	0	0	0
Public Others	1267125	5776	5569	7	0.4401%	5467	102	98.1684%	1.8316%
Total	1342125	80576	80569	7	6.0036%	80467	102	99.8734%	0.1266%





**Resolution No. 4****To appoint Mrs. Hemlata Chanda as Director of the Company.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	75000	75000	75000	0	100%	75000	0	100%	0
Public Institutio nal holders	0	0	0	0	0	0	0	0	0
Public Others	1267125	5776	5569	7	0.4401%	5467	102	98.1684%	1.8316%
Total	1342125	80576	80569	7	6.0036%	80467	102	99.8734%	0.1266%



**Resolution No. 5**

**To adopt New Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	75000	75000	75000	0	100%	75000	0	100%	0
Public Institutio nal holders	0	0	0	0	0	0	0	0	0
Public Others	1267125	5776	5569	7	0.4401%	5479	90	98.3839%	1.6161%
Total	1342125	80576	80569	7	6.0036%	80479	90	99.8883%	0.1117%



The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



Name and Signature of the Scrutinizer

S.K. Jain

Practicing Company Secretary

COP No. - 3076

**SAGAR PRODUCTIONS LIMITED**

**Chairman**

Place: Mumbai

Date: 6<sup>th</sup> October, 2015

