



SAGAR PRODUCTIONS LIMITED

907, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (W), Mumbai - 400 058.
Tel. No. 022-6522 4150 email : splgrive@rediffmail.com

CIN : L93000MH1980PLC170432 Website : sagarproductions.com

Ref. No. : _____

Date : _____

UNDER CLAUSE 31 OF THE LISTING AGREEMENT

CERTIFIED TRUE COPY OF PROCEEDINGS OF THE COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY HELD ON 27TH OCTOBER, 2014 AT 1008/1009, GOLD CREST CENTRE, L T ROAD, BORIVALI - WEST, MUMBAI - 400092.

1 Special Resolution

Resolution under Section 391 to 394 of the Companies Act, 1956, for approval of arrangement embodied in the **SCHEME** proposed to be made between Sagar Productions Limited and its Shareholders and creditors

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 ("Act") and subject to approval of the Hon'ble Bombay High Court, the Scheme of arrangement made between M/s. Sagar Productions Limited, and Its Shareholders as circulated along with the notice of the meeting, a copy of which is placed before the meeting and for the purpose of identification signed by the Chairman thereof, be and is hereby approved and agreed to.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall deem to include any committee or any person(s) which the Board may nominate or constitute to exercise its powers, including the powers conferred under this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise, including passing of such accounting entries and/or making such adjustments in the books of account as considered necessary to give effect to the above Resolution or to carry out such modifications/directions as may be ordered by the Hon'ble High Court of Judicature at Bombay to implement the aforesaid Resolution."

The Resolution was passed through e- voting & poll by 99.9956 % in favour and 0.0044 % against the resolution therefore duly approved by the requisite majority of the members.

2 Special Resolution

Resolution under Section 61 of the Companies Act, 2013, for approval of



reduction of share capital of the Company

"RESOLVED THAT subject to provisions of section 61 of the Companies Act, 2013, the Authorized Share Capital of the Company Rs. 6,00,00,000/- divided into 6,00,00,000 equity shares of Re.1/- each and paid-up capital of Rs. 5,36,85,000/- divided into 5,36,85,000 Equity shares of Re.1/- each be consolidated into Authorized Share Capital of 15,00,000 Equity shares of Rs. 40/- each and paid-up capital of 13,42,125 equity shares of Rs.40/- each by consolidating in such manner that every 40 existing Equity shares of Re. 1/- each shall constitute one share of Rs.40/- each fully paid-up, forming the integral part of the Scheme for reduction of share capital under section 100 and a composite scheme under section 391 to 394.

FURTHER RESOLVED THAT subject to the provisions of section 13 and section 14 of the Companies Act, 2013, the consequential amendments to be made in the Capital Clause V of the Memorandum of Association and Article No. 3 of Articles of Association of the Company after the said consolidation.

FURTHER RESOLVED THAT the Maheshwari Datamatics Pvt. Ltd. (RTA) of the Company be and is hereby authorised to hold in trust the Equity Shares of the Company arising due to consolidation, of fractional entitlement of the members of the Company and on behalf of the aforesaid members in name of RTA in Demat/Physical form and sell the same in the market at such time or times and at such prices or prices and to such a person or persons, as RTA may deem fit and deposit such proceeds in the bank account in the name of RTA to be opened with any bank and pay to the company the net sale proceeds thereof for onward distribution of the same to aforesaid shareholders and the RTA be and are hereby authorised to take all the necessary steps, do all such acts, deeds, matters and things and to execute, enter into initial and sign such papers, documents, deeds or agreement, as may be necessary gives undertaking and indemnities on behalf of the company and if required common seal of the company be affixed and any document in presence of any one of the Director to give effect to this resolution."

The Resolution was passed through e- voting & poll by 99.9956 % in favour and 0.0044 % against the resolution therefore duly approved by the requisite majority of the members.

3. Special Resolution

Resolution under Section 100 to 105 of the Companies Act, 1956, corresponding section 66 of the Companies Act, 2013, for approval of reduction of share capital of the Company

"RESOLVED THAT pursuant to Article No. 3 of the Articles of Association of the Company and subject to the provisions of sections 100 to 105 of the Companies Act, 1956 and corresponding section 66 of the Companies Act, 2013, and all other applicable provisions, if any, of the said Act(s) and in compliance of SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and subject to confirmation by the Hon. High Court, Bombay and other approvals, if necessary, the paid-up



capital of the company be and is hereby reduced from Rs. 5,36,85,000/- (divided into 13,42,125 shares of Rs.40/- each) to Rs. 13,42,125/- (divided into 13,42,125 shares of Re. 1/- each) and that such reduction be effected by writing off losses to the extent of Rs.5,23,42,875/- and cancelling capital of Rs. 39/- upon each of the 13,42,125 shares of Rs.40/- each and thereby reducing the nominal value of shares from Rs.40/- each to Re.1/- each.

FURTHER RESOLVED THAT the consequential amendments to be made in the Capital Clause V of the Memorandum of Association and Article No. 3 of Articles of Association of the Company after the said reduction becomes operative and effective i.e. the Authorized Share Capital of Rs.6,00,00,000/- divided into 15,00,000 Equity Shares of Rs. 40/- each be divided into 6,00,00,000 Equity Shares of Re. 1/- each."

The Resolution was passed through e- voting & poll by 99.9956 % in favour and 0.0044 % against the resolution therefore duly approved by the requisite majority of the members.

4. Special Resolution

Resolution under Section 62(1)(c) of the Companies Act, 2013, for approval of further issue of share capital of the Company

"RESOLVED THAT subject to the provisions of sections 62(1)(c) of the Companies Act, 2013 and Scheme under section 391 to 394 of the Companies Act, 1956 and the corresponding provisions of Companies Act, 2013, to issue warrants on preferential basis, convertible into one equity share against one warrant to selected persons through composite Scheme under Sections 391 to 394 subject to sanction by Hon'ble High Court, Bombay and all other applicable provisions, if any, of the Companies Act, 1956, and subject the SEBI (ICDR) Regulations, 2009, and to applicable Rules, Regulations, Notifications/Circulars issued by (including any statutory modification or re-enactment thereof, for the time being in force), and in the terms of the Memorandum and Articles of Association of the company and the Listing Agreement entered into by the company with the Bombay Stock Exchange, and to the extent necessary and subject to the conditions and modifications as may be imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the company (hereinafter referred to as the 'Board' and/or any duly authorized committee thereof, for the time being exercising the powers conferred by the Board) in that behalf, the consent and approval of the members be and is hereby accorded to the Board to create, offer, issue and allot upto 4,00,00,000 Warrants on Preferential basis, with one warrant convertible into one equity share of the company of nominal value of Re. 1/- each at par as the Board in its sole discretion may at any time or time hereafter decide, in one or more tranches on such terms and conditions as the Board or Committee thereof may in its absolute discretion think fit on the following terms and conditions,



Sr. No.	Name of proposed Allottees	Address	Category	Proposed allotment No. of equity shares	PAN
001	Winfotel Infomedia Technologies Pvt Ltd	A-102, Chandan Valley, Opp. Shivar Garden, M B Road, Mira Road - East, Thane - 401107.	Promoter	9000000	AABCW1335Q
002	Geeta Praful Gogri	1201/1202, Gautam Sindhu, Agra Road, Thane - (West), Thane - 400 602.	Non promoter	500000	AAUPG5246J
003	Praful Goggri - HUF	1201/1202, Gautam Sindhu, Agra Road, Thane - (West), Thane - 400 602.	Non promoter	500000	AAAHP5219D
004	Smita M Thakkar	Purnanand & Co. Fort Chambers, C 65, Tamarind Lane, Fort, Mumbai - 400 023.	Non promoter	500000	AADPT4818E
005	Girdhar Dhruva (HUF)	C/207, Bussa Apartment, B. M. Bhargav Road, Santacruz - (West), Mumbai - 400 054.	Non promoter	500000	AAAHG0530P
006	Deven Dhruva	C/207, Bussa Apartment, B. M. Bhargav Road, Santacruz - (West), Mumbai - 400 054.	Non promoter	500000	AJLPD1034F
007	Premji D Shah (HUF)	422, Vaidhya Bhuvan CHS. Ltd, Shradhanand Road, Off.	Non promoter	500000	AAAHP5361F



		Bhaudeji Road, Matunga (CR), Mumbai - 400 019.			
008	Shantiben P Shah	422, Vaidhya Bhuvan CHS. Ltd, Shradhanand Road, Off. Bhaudeji Road, Matunga (CR), Mumbai - 400 019.	Non promoter	500000	ABEPS4120L
009	Neelam Manish Shah	104, Giriraj Heights, L.B.S. Marg, Hariniwas Circle, Thane (W) - 400 602	Non promoter	400000	AMSPS1228A
010	Hitesh Malsi Rita	2-B , Dhanratna Apartment, J.P. Road, Andheri (W), Mumbai - 400 058	Non promoter	400000	AABPR0719A
011	Hitesh Malsi Rita (HUF)	2-B, Dhanratna Apartment, J.P. Road, Andheri (W), Mumbai - 400 058	Non promoter	400000	AACCH3731D
012	Jayesh Malsi Rita	2-B , Dhanratna Apartment, J.P. Road, Andheri (W), Mumbai - 400 058	Non promoter	375000	AABPR0790B
013	Nita Jayesh Rita	2-B , Dhanratna Apartment, J.P. Road, Andheri (W), Mumbai - 400 058	Non promoter	375000	AABPG9903F
014	Mahesh N Thakkar	1802, Petit Tower, A. K. Marg, Kemps Corner, Mumbai - 400 026.	Non promoter	380000	AAAPT1839J
015	Mahesh N Thakkar HUF	1802, Petit Tower, A. K. Marg, Kemps Corner,	Non promoter	400000	AADHM6527P



		Mumbai - 400 026.			-
016	Manilal Bhuralal Gala HUF	A-2, Sahyagiri, Sonawala Road, Goregaon (E), Mumbai - 400 063.	Non promoter	400000	AABHG7995M
017	Nanji Bhuralal Gala	704, Sunrise Apts. Aarey Road, Goregaon - (East), Mumbai - 400 063.	Non promoter	380000	AACPG0137E
018	Nanji Bhuralal Gala (HUF)	704, Sunrise Apts. Aarey Road, Goregaon - (East), Mumbai - 400 063.	Non promoter	390000	AADHN1448Q
019	Jyoti Rajesh Gala	703, Sunrise Apts. Vishveshwar Nagar, Aarey Road, Goregaon - (East), Mumbai - 400 063.	Non promoter	400000	AAFPG6482K
020	Dhruvil Pravin Gala	1502, Laburnam Mahendra Gardens, S V Road, Goregaon-West, Mumbai - 400062.	Non promoter	380000	ALHPG2684H
021	Rajesh Nanji Gala HUF	703, Sunrise Apts. Vishveshwar Nagar, Aarey Road, Goregaon - (East), Mumbai - 400 063.	Non promoter	390000	AAAHR5530C
022	Shreya Rajesh Gala	703, Sunrise Apts. Vishveshwar Nagar, Aarey Road, Goregaon - (East), Mumbai - 400 063.	Non promoter	400000	ARFPG5437P
023	Tarun Manilal Gala	Shayagiri, A/2 2nd Floor, Sonawala Road, Goregaon - (East), Mumbai - 400 063.	Non promoter	375000	AABHT8363E



024	Vinod Manilal Gala	Shayagiri, A/2 2nd Floor, Sonawala Road, Goregaon - (East), Mumbai - 400 063.	Non promoter	390000	AABPG4784C
025	Vinod Manilal Gala (HUF)	Shayagiri, A/2 2nd Floor, Sonawala Road, Goregaon - (East), Mumbai - 400 063.	Non promoter	400000	AAAHV3061L
026	Siddharth P Gala	1502, Laburnam Mahendra Gardens, S V Road, Goregaon-West, Mumbai - 400062.	Non promoter	375000	ALHPG2683H
027	Hiruben Nanji Gala	704, Sunrise Apts. Aarey Road, Goregaon - (East), Mumbai - 400 063.	Non promoter	400000	AAFPG6567R
028	Dilip Nanji Gala HUF	Sunrise Apts., Flat No.- 704, 7th Floor, Aarey Road, Goregaon - (East), Mumbai - 400 063.	Non promoter	400000	AADHD7350K
029	Pravin Nanji Gala	1502, Laburnam Mahendra Gardens, S V Road, Goregaon-West, Mumbai - 400062.	Non promoter	1450000	AACPG2087R
030	Pravin Nanji Gala HUF	1502, Laburnam Mahendra Gardens, S V Road, Goregaon-West, Mumbai - 400062.	Non promoter	400000	AAGHP5338C
031	Pravin Ratanshi Chheda	601, Jainam Building, Vishnu Nagar, Naupada, Thane - (West), Thane - 400 601.	Non promoter	400000	AAKPC5255H
032	Pushpa Tarun Chheda	602, Mangalam, Near 19 No.	Non promoter	380000	AEQPC9848A



		Municipal School, Vishnu Nagar, Naupada, Thane - (West), Mumbai - 400 602			
033	Neha Jitendra Chheda	702, R M Pride, Ram Maruti Road, Near Paranjpe Eye Hospital, Thane (W) - 400 602	Non promoter	380000	ADIPN1578R
034	Hiren Hansraj Chheda	701, Vipul Co. Op. HSG. Soc., Ram Maruti Road, Opp. New English School, Naupada, Thane - 400 602.	Non promoter	390000	AALPC5377K
035	Vipul Hansraj Chheda	701, Vipul Co. Op. HSG. Soc., Ram Maruti Road, Opp. New English School, Naupada, Thane - 400 602.	Non promoter	390000	AAWPC3180F
036	Surendra Kabra	188, Nemi Sagar Colony, Vaishali Nagar, Jaipur	Non promoter	1600000	ALSPK4711B
037	Ramanand Kabra	D-68, Kamla Nehru Nagar, 1st Extn, Jodhpur	Non promoter	1500000	AEXPK1522J
038	Surbhi Kabra	D-68, Kamla Nehru Nagar, 1st Extn, Jodhpur	Non promoter	1400000	AWJPK8307K
039	Deepa Kabra	Kripa Bhuvan, Kachari Road, Merta City -3.	Non promoter	1500000	AQIPK4457D
040	Swati Kabra	Kripa Bhuvan, Kachari Road, Merta City -3.	Non promoter	1400000	COKPS4478E



041	Seema Kabra	D-68, Kamla Nehru Nagar, 1st Extn, Jodhpur	Non promoter	1400000	AHMPG3684M
042	Kavita Bang	Ganag Prasad Company, Manak Chowk, Mehta City, Raj - 341 510.	Non promoter	1200000	AHYPB0003B
043	Anuradha Bang	Ganag Prasad Company, Manak Chowk, Mehta City, Raj - 341 510.	Non promoter	1200000	ABXPL2649A
044	Sonal Bang	Ganag Prasad Company, Manak Chowk, Mehta City, Raj - 341 510.	Non promoter	1200000	AFPPJ6601N
045	Sagar Kothari	702, Vijay Villa, Vidhya Villa Compound, Nagardas Road, Andheri - (East), Mumbai - 400 059.	Non promoter	1500000	ASXPK6584G
046	Vishal Kothari	702, Vijay Villa, Vidhya Villa Compound, Nagardas Road, Andheri - (East), Mumbai - 400 059.	Non promoter	1000000	CORPK8001N
047	Bhudev Trading Private Limited	3/115 Triveni CHS, Maharashtra HSG Board, Chunabhatti, Sion, Mumbai - 400 022.	Non promoter	1000000	AAECB9590K
		TOTAL		40000000	

The equity shares to be issued shall be subject to Memorandum and Articles of Association of the Company;

The equity shares to be issued shall rank pari passu in all respects with the existing equity shares of the company including right to dividend; and



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, desirable or expedient as the Board or Committee thereof may deem fit, without being required to seek any further approvals/consents of members and that they shall be deemed to have given their approval/consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Director(s) or officer(s) of the Company to give effect to this Resolution.

RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares with Bombay Stock Exchange Limited."

The Resolution was passed through e- voting & poll by 99.9956 % in favour and 0.0044 % against the resolution therefore duly approved by the requisite majority of the members.

The meeting was terminated with vote of thanks to the Chairman.

For Sagar Productions Limited

(Signature)

(Kalakad Sundaram Sathi)
Director

