



SAGAR PRODUCTIONS LIMITED

907, Dev Plaza, Opp. Andheri Fire Station, Andheri (W), Mumbai - 400 059.

Tel. No. 022-6522 4150 email : splgrive@rediffmail.com

CIN : L93000MH1980PLC170432 Website : www.sagarproductions.com

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of **M/s. SAGAR PRODUCTIONS LIMITED** will be held on **Thursday, 29th September 2016** at 3.00 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 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kalakad Sathi (DIN: 00150876), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Sudhir M. Desai & Co., Chartered Accountants (Firm Reg. No. 125516W) as Statutory Auditors of the Company and to fix their remuneration; and to pass the following resolution as an Ordinary Resolution with or without modifications(s):

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulations and the resolution passed by the members of the Company at their 36th Annual General Meeting held on 29th September, 2015, appointment of M/s. Sudhir M. Desai & Co., Chartered Accountants (Firm Reg. No. 125516W) for a period of 5 years i.e. upto the conclusion of 41st Annual General Meeting, be and is hereby ratified under the Companies Act, 2013, and at such remuneration as may be determined by Board of Directors on the recommendation of Audit Committee.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member an amount of Rs. 50/- per document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Regd. Office:
907, Dev Plaza, 9th Floor,
Opp. Andheri Fire Station, S.V. Road,
Andheri (W), Mumbai – 400059.

By Order of the Board of Directors
For Sagar Productions Limited

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

Place: Mumbai
Date: 13th August 2016

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. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. alongwith their copies of the Annual Report to the meeting.
6. The Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business under Item no. 4 as set out in the Notice is annexed hereto.
7. The Company has notified closure of Register of Members and Share Transfer Books from 26th September, 2016 to 29th September, 2016 (both days inclusive) for the purpose of annual book closure.

8. Additional information pursuant to Regulations of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
9. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least ten days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.
10. Members are requested to notify immediately any change in their communication address to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID Number and to the Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt Ltd., in respect of their holding in physical shares, quoting Folio No.
11. Members are requested to intimate the Registrar and Share Transfer Agents 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 and 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.
12. 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, 2nd Floor, Kolkata, West Bengal – 700001.
13. 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.
14. The Annual Report 2015-16 and Notice of the 37th 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.
15. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.sagarproductions.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: splgrive@rediffmail.com
16. To support the green initiative of the Government, members who have not registered their e-mail address so far are requested to register their e-mail address, in respect of their electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register their e-mail address with the Registrar of the Company i.e. M/s. Maheshwari Datamatics Pvt Ltd., 6, Mangoe Lane, 2nd Floor, Kolkata, West Bengal – 700001.

17. The route map showing direction to reach the venue of the 37th Annual General Meeting is annexed.

18. **Voting through electronics means:**

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 the 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 ensuing 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).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **26th September 2016 at 10.00 a.m.** and ends on **28th September 2016 at 5.00 p.m.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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 (iv).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <SAGAR PRODUCTIONS LIMITED> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xxi) 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 emailed 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.

(xxii) 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

Annexure to Notice

Details of the Director seeking appointment/re-appointment in forthcoming Annual General Meeting

Name of Director	Mr. Kalakad Sathi
DIN	00150876
Date of Appointment	22.01.2007
Brief Profile	Mr. Sathi is a Commerce Graduate and has an experience of 20 years in the field of Finance. He has been associated with the Company since 2007 and since then has been involved in decision making and day to day operations of the Company.
List of Limited Companies in which outside Directorship held as on 31.03.2016	Global Films and Broadcasting Limited
Chairman/Member of the Committee of Board of Directors of the Company as on 31 st March, 2016	Member in Audit Committee, Stakeholders’ Relationship & Nomination and Remuneration Committee.
Chairman/ Member of the Committee of other Companies as on 31 st March, 2016	None
No. of Shares held in the Company	NIL

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

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

ITEM NO: 4

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he/she shall pay an amount of Rs. 50/- as fees. Therefore, to enable the members to avail this facility, it is necessary for the Company to approve the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be approved in the Annual General Meeting; the Directors accordingly commend the Ordinary Resolution at item no. 4 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the accompanying Notice.

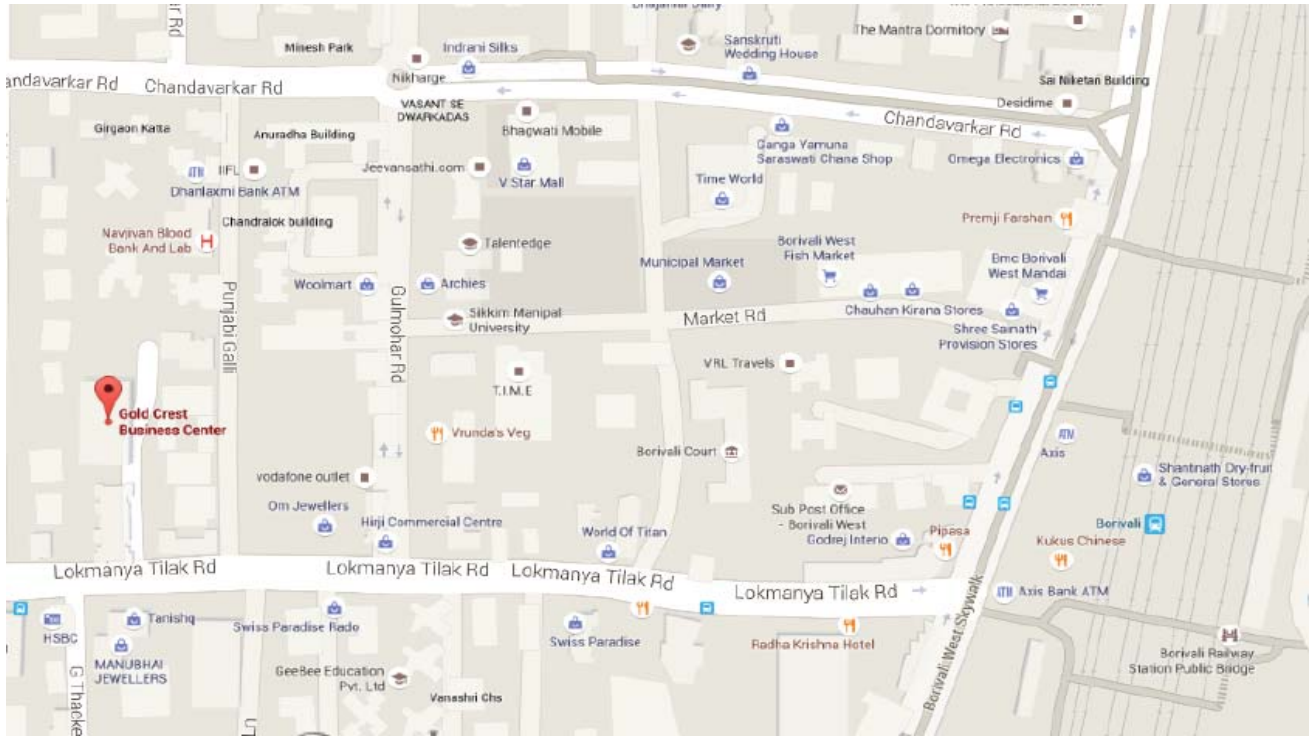
Regd. Office:
907, Dev Plaza, 9th Floor,
Opp. Andheri Fire Station, S.V. Road,
Andheri (W), Mumbai - 400059

Place: Mumbai
Date: 13th August 2016

By Order of the Board of Directors
For Sagar Productions Limited

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

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



SAGAR PRODUCTIONS LIMITED

CIN: L93000MH1980PLC170432

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

Tel No: +91-22-65224150, Email: splgrive@rediffmail.com, Website: www.sagarproductions.com.

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Folio No. /Client ID:

No. of Shares:

I hereby record my presence at the 37th Annual General Meeting to be held at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092 on Thursday, September 29, 2016 at 3.00 p.m.

Member's/Proxy's Full Name

Member's/Proxy's Signature

.....TEAR HERE.....

SAGAR PRODUCTIONS LIMITED

CIN: L93000MH1980PLC170432

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

Tel No: +91-22-65224150, Email: 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 Companies (Management and Administration) Rules, 2014]

Name of the Member (s):	Folio No./Client Id:
Registered Address:	DP ID:
E-mail Id:	

I/We, being the member (s) ofShares of the above named company, hereby appoint:

- Name : Address :

E-mail Id : Signature : or failing him
- Name : Address :

E-mail Id : Signature : or failing him
- Name : Address :

E-mail Id : Signature : or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held at 1008/1009, Gold Crest Centre, L T Road, Borivali- West, Mumbai - 400 092 on Thursday, September 29, 2016 at 3.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1) Adoption of standalone financial statements for the year ended as at March 31, 3016 and Reports of Directors' and Auditors' thereon. 2) Re-appointment of Mr. Kalakad Sathi (DIN: 00150876), who retires by rotation. 3) Ratification of Appointment of Auditors.	4) Determination of fees to be charged for service of documents in a particular mode.

Signed this day of, 2016

.....
Signature of Shareholder

.....
Signature of Proxyholder (s)

Note:
This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.