



August 30, 2024

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E), Mumbai-400 051.
NSE Symbol: SHEMAROO

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001.
Scrip Code : 538685

Dear Sir/Madam,

Re: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019

Sub: Disclosure of Voting Results of the 19th Annual General Meeting - Regulation 44(3) of the SEBI (LODR), Regulations, 2015

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the combined voting results (Remote E-voting and E-voting during AGM) of the businesses transacted at the AGM of the Company is enclosed along with the Scrutinizer's Report.

This is for your information and record.

Thanking you,
Yours faithfully,
For Shemaroo Entertainment Limited

Pooja Sutradhar
Company Secretary & Compliance Officer
ICSI membership no. A40807

Encl: A/a

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)]

To,
The Chairman / Authorised Person
Shemaroo Entertainment Limited
Shemaroo House, Plot no. 18,
Marol Co-Operative Ind. Estate,
Off. Andheri Kurla Road,
Andheri East,
Mumbai 400059

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Ninetieth Annual General Meeting of Shemaroo Entertainment Limited held on Thursday, August 29, 2024, from 4.00 p.m. (IST) conducted through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') ("said AGM")

I, Dilip Bharadiya, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Company of Shemaroo Entertainment Limited ("the Company"), for the purpose of scrutinizing the e-voting process i.e. remote e-voting process and e-voting at the said AGM (hereinafter collectively referred to as "e-voting"), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (SS-2") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") and subject to other applicable laws and regulations.

I, hereby submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Act relating to voting through electronic means on the resolutions contained in the Notice for the said AGM. My responsibility as a Scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" or "invalid votes", to the Chairman of the said AGM, on the resolutions with respect to all the items of the business enumerated in the Notice of said AGM.

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2. Dispatch of Notice convening the AGM:

The Company had dispatched the Notice dated Friday, May 24, 2024 alongwith the Statement stating out material facts under Section 102 of the Act via e-mail to 16,594 members, who have registered their email IDs with the Company/ Link Intime India Private Limited the Registrar, Transfer Agents of the Company ("RTA") / National Securities Depository Limited ("NSDL")/ Central Depository Services Limited ("CDSL")/ Depository Participants on Monday, August 5, 2024.

The Company had also uploaded the Notice of the said AGM on its website i.e. <https://www.shemarooent.com>, and on the websites of the RTA and Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited to facilitate the members to cast their votes through remote e-voting.

Advertisement prior to sending of Notice:

Pursuant to clause IV of the MCA Circular dated May 5, 2020, the Company had published an advertisement in "The Financial Express (English newspaper - All India edition) and 'Mumbai Lakshwadeep.' (Marathi newspaper) on August 3, 2024, specifying the required information as provided under clause IV (a) to (g) of the said circular.

Advertisement post sending of Notice:

Pursuant to clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also published 21 days before the date of the AGM, an advertisement in "The Financial Express (English newspaper - All India edition) and 'Mumbai Lakshwadeep.' (Marathi newspaper) on August 6, 2024 specifying the required information as provided under the said rule.

3. Cut-off date

The members of the company holding shares as on the cut-off date i.e. Thursday, August 22, 2024, were entitled to vote on the resolutions as set out in the Notice of the said AGM and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

4. E-Voting**a. Agency**

- i. The Company engaged the services of NSDL evoting system as the Service Provider, for the purpose of extending the facility of remote e-voting and e-voting at the AGM by facilitating via its website, <https://www.evoting.nsdl.com> to the Members of the Company.
- ii. The Service Provider had provided a system for recording the votes of the Members, cast electronically through remote e-voting as well as at the AGM, on all the items of the business sought to be transacted as set out in the Notice of the said AGM held on Thursday, August 29, 2024.



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b. Remote e-voting

The remote e-voting platform was open from Sunday, August 25, 2024 09:00 a.m. (IST) to Wednesday, August 28, 2024 05:00 p.m. (IST) and members holding shares in physical form and dematerialized form were required to cast their votes electronically. The remote e-voting module was disabled for voting thereafter by the Service Provider.

c. E-voting at the AGM

The members who had not cast their vote by remote e-voting and who were present at the AGM through VC/OAVM facility were provided the facility of e-voting at the AGM. Detailed instructions to use the facility were explained in the Notice of the said AGM.

The facility of e-voting remained enabled till 4.43 p.m. IST (i.e. for 15 minutes post conclusion of the AGM) and was disabled thereafter by the Service Provider.

The Votes cast during the remote e-voting and also during the AGM were unblocked on August 29, 2024 after conclusion of the AGM.

5. Completion of e-voting and counting process

After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>). The e-voting data/ results downloaded were scrutinized and reviewed, the votes were counted and the results were prepared.

6. The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed by their board of directors authorizing them to exercise their votes through e-voting.

Based on the reports generated from the e-voting system provided by NSDL, I have scrutinized the votes cast through e-voting and presented herewith the Consolidated Scrutinizer's Report on the votes cast "in favor" or "against" or "invalid votes", with respect to each item on the agenda as set out in the Notice of the said AGM.

The particulars of all the electronic votes cast by the members through the e-voting process have been recorded in a register separately maintained for the purpose.

The result of the e-voting is as per the annexure attached herewith based on the reports generated by NSDL.

The Register and all other papers and relevant records relating to e-voting are maintained and kept in my safe custody.



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Conclusion:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of the said AGM may accordingly declare the result of voting pursuant to the applicable provisions of the Act and the SEBI Listing Regulations.

Thanking you,

Yours faithfully,
For Dilip Bharadiya & Associates



Dilip Bharadiya
Partner
F.C.S. 7956; C.P. 6740
UDIN: F007956F001076881
Firm Registration Number: P2005MH091600
Peer Review: 5825/2024



Countersigned
For Shemaroo Entertainment Limited

Pooja Sutradhar
Company Secretary & Compliance Officer

Place: Mumbai
Date: August 29, 2024

Shemaroo Entertainment Limited

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2024 together with the Reports of the Directors and the Auditor's thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\}^*$ 100	[4]	[5]	$[6]=\{[4]/[2]\}^*$ 100	$[7]=\{[5]/[2]\}^*$ 100
Promoter and Promoter Group	Remote E-Voting	1,79,06,920	1,79,06,920	100.00	1,79,06,920	-	100.00	-
	E-voting at AGM		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		1,79,06,920	100.00	1,79,06,920	-	100.00	-
Public Institutions	Remote E-Voting	1,086	-	-	-	-	-	-
	E-voting at AGM		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		-	-	-	-	-	-
Public Non Institutions	Remote E-Voting	93,60,443	1,13,446	1.21	1,02,384	11,062	90.25	9.75
	E-voting at AGM		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		1,13,446	1.21	1,02,384	11,062	90.25	9.75
Total		2,72,68,449	1,80,20,366	66.09	1,80,09,304	11,062	99.94	0.06

Note:

The percentage is rounded off upto two decimal places.



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Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Atul Maru (DIN: 00169264), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	Remote E-Voting	1,79,06,920	1,79,06,920	100.00	1,79,06,920	-	100.00	-
	E-voting at AGM		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,79,06,920	100.00	1,79,06,920	-	100.00	-
Public Institutions	Remote E-Voting	1,086	-	-	-	-	-	-
	E-voting at AGM		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institutions	Remote E-Voting	93,60,443	1,13,446	1.21	1,02,384	11,062	90.25	9.75
	E-voting at AGM		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,13,446	1.21	1,02,384	11,062	90.25	9.75
Total		2,72,68,449	1,80,20,366	66.09	1,80,09,304	11,062	99.94	0.06

Note:

The percentage is rounded off upto two decimal places.



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Resolution Required : (Ordinary)			3 -To ratify remuneration payable to M/s. Joshi Apte and Associates, Cost Accountants, appointed by the Board of Directors of the Company for the financial year 2024 - 25 pursuant to Section 148 of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\}^*$ 100	[4]	[5]	$[6]=\{[4]/[2]\}^*$ 100	$[7]=\{[5]/[2]\}^*$ 100
Promoter and Promoter Group	Remote E-Voting	1,79,06,920	1,79,06,920	100.00	1,79,06,920	-	100.00	-
	E-voting at AGM		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		1,79,06,920	100.00	1,79,06,920	-	100.00	-
Public Institutions	Remote E-Voting	1,086	-	-	-	-	-	-
	E-voting at AGM		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		-	-	-	-	-	-
Public Non Institutions	Remote E-Voting	93,60,443	1,13,446	1.21	1,02,384	11,062	90.25	9.75
	E-voting at AGM		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		1,13,446	1.21	1,02,384	11,062	90.25	9.75
Total		2,72,68,449	1,80,20,366	66.09	1,80,09,304	11,062	99.94	0.06

Note:

The percentage is rounded off upto two decimal places.

