



Ref No.: SEL/Reg.44-LODR / Jan-2022

January 17, 2022

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

**The Secretary,
BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 023.
Scrip Code : 538685

Dear Sir/Madam,

Re: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019

Sub: Results of Postal Ballot

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith voting results (E-voting and Postal Ballot) and Scrutinizer's Report on the Businesses forming part of the Postal Ballot Notice dated December 07, 2021 of the Company.

Further, we are pleased to inform you that the Businesses forming part of the aforesaid notice have been passed with requisite majority.

This is for your information and record.

Thanking you,

Yours faithfully,

For Shemaroo Entertainment Limited



Dipesh U. Gosar
Company Secretary & Compliance Officer
Membership No.: A23755

Encl.: As above

SHEMAROO ENTERTAINMENT LIMITED

Shemaroo House, Plot No. 18, Marol Co - Op. Industrial Estate, Off Andheri Kurla Road, Andheri (E), Mumbai - 400 059.
Tel.: +91 - 22 4031 9911 | Fax: +91 - 22 2851 9770 | Email: shemaroo@shemaroo.com
shemarooent.com | CIN: L67190MH2005PLC158288

Shemaroo Entertainment Limited

Last Date of Postal Ballot and E- Voting : 16th January, 2022

Total number of shareholders on record date (3rd December, 2021) : 13993

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group: 0

Public: 0

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable

Promoters and Promoter Group: 0

Public: 0

Resolution Required : (Special)

1 - Approval of Shemaroo Entertainment Limited Employees Stock Option Scheme – 2021.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17906920	17906920	100.0000	17906920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
Public Institutions	E-Voting	948234	883212	93.1428	883212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	883212	0	100.0000	0.0000
Public Non Institutions	E-Voting	8327085	388025	4.6598	380042	7983	97.9427	2.0573
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		388025	4.6598	380042	7983	97.9427	2.0573
Total		27182239	19178157	70.5540	19170174	7983	99.9584	0.0416



Shemaroo Entertainment Limited

Last Date of Postal Ballot and E- Voting : 16th January, 2022

Total number of shareholders on record date (3rd December, 2021) : 13993

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group: 0

Public: 0

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable

Promoters and Promoter Group: 0

Public: 0

Resolution Required : (Special)
2 - Approval for grant of stock options to the employees of group company including subsidiary or its associate company, in India or outside India, of the company, under Shemaroo Entertainment Limited Employees Stock Option Scheme – 2021

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
Promoter and Promoter Group	E-Voting	17906920	17906920	100.0000	17906920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
Public Institutions	E-Voting	948234	883212	93.1428	883212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	883212	0	100.0000	0.0000
Public Non Institutions	E-Voting	8327085	387388	4.6521	380020	7368	98.0980	1.9020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		387388	4.6521	380020	7368	98.0980	1.9020
Total		27182239	19177520	70.5517	19170152	7368	99.9616	0.0384



Shemaroo Entertainment Limited

Last Date of Postal Ballot and E- Voting : 16th January, 2022

Total number of shareholders on record date (3rd December, 2021) : 13993

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group: 0

Public: 0

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable

Promoters and Promoter Group: 0

Public: 0

Resolution Required : (Ordinary) 3 - To consider and approve re-appointment of Ms. Smita Maroo to hold office or place of profit as Senior Vice President - Animation, Kids Digital, Licensing & Merchandising and holding an office or place of profit in the company

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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	17906920	17906920	100.0000	17906920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
Public Institutions	E-Voting	948234	883212	93.1428	0	883212		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	0	883212	0.0000	100.0000
Public Non Institutions	E-Voting	8327085	388025	4.6598	377593	10432	97.3115	2.6885
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		388025	4.6598	377593	10432	97.3115	2.6885
Total		27182239	19178157	70.5540	18284513	893644	95.3403	4.6597



Shemaroo Entertainment Limited

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Total number of shareholders on record date (3rd December, 2021) : 13993

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group: 0

Public: 0

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable

Promoters and Promoter Group: 0

Public: 0

Resolution Required : (Ordinary)	4 - Approval of payment of remuneration to Ms. Smita Maroo as Senior Vice - President Animation, Kids Digital, L & M of the company
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Whether promoter/ promoter group are interested in the agenda/resolution?	Yes
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Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17906920	17906920	100.0000	17906920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
Public Institutions	E-Voting	948234	883212	93.1428	0	883212		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	0	883212	0.0000	100.0000
Public Non Institutions	E-Voting	8327085	387378	4.6520	377281	10097	97.3935	2.6065
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		387378	4.6520	377281	10097	97.3935	2.6065
Total		27182239	19177510	70.5516	18284201	893309	95.3419	4.6581



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No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group: 0

Public: 0

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable

Promoters and Promoter Group: 0

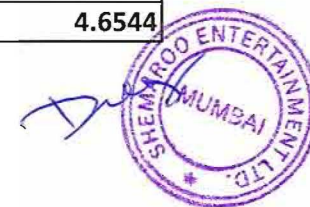
Public: 0

Resolution Required : (Ordinary) 5 - To consider and approve Re-appointment of Ms. Kranti Gada Arambhan to hold office or place of profit as Chief Operating Officer and holding an office or place of profit in the company

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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	17906920	17906920	100.0000	17906920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
Public Institutions	E-Voting	948234	883212	93.1428	0	883212		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	0	883212	0.0000	100.0000
Public Non Institutions	E-Voting	8327085	388015	-4.6597	378601	9414	97.5738	2.4262
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		388015	4.6597	378601	9414	97.5738	2.4262
Total		27182239	19178147	70.5540	18285521	892626	95.3456	4.6544



Shemaroo Entertainment Limited

Last Date of Postal Ballot and E- Voting : 16th January, 2022

Total number of shareholders on record date (3rd December, 2021) : 13993

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group: 0

Public: 0

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable

Promoters and Promoter Group: 0

Public: 0

Resolution Required : (Ordinary)

6 - Approval of payment of remuneration to Ms. Kranti Gada Arambhan as Chief Operating Officer

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]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	17906920	17906920	100.0000	17906920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
Public Institutions	E-Voting	948234	883212	93.1428	0	883212		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	0	883212	0.0000	100.0000
Public Non Institutions	E-Voting	8327085	388078	4.6604	376773	11305	97.0869	2.9131
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		388078	4.6604	376773	11305	97.0869	2.9131
Total		27182239	19178210	70.5542	18283693	894517	95.3358	4.6642



Shemaroo Entertainment Limited

Last Date of Postal Ballot and E- Voting : 16th January, 2022

Total number of shareholders on record date (3rd December, 2021) : 13993

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group: 0

Public: 0

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable

Promoters and Promoter Group: 0

Public: 0

Resolution Required : (Special) **7 - Approval of Enhance in the limit of remuneration payable to Mr. Raman Maroo (DIN: 00169152) Managing Director of the Company.**

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17906920	17906920	100.0000	17906920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
Public Institutions	E-Voting	948234	883212	93.1428	0	883212		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	0	883212	0.0000	100.0000
Public Non Institutions	E-Voting	8327085	388578	4.6664	374791	13787	96.4519	3.5481
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		388578	4.6664	374791	13787	96.4519	3.5481
Total		27182239	19178710	70.5560	18281711	896999	95.3229	4.6771



Shemaroo Entertainment Limited

Last Date of Postal Ballot and E- Voting : 16th January, 2022

Total number of shareholders on record date (3rd December, 2021) : 13993

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group: 0

Public: 0

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable

Promoters and Promoter Group: 0

Public: 0

Resolution Required : (Special) 8 - Approval of Enhance in the limit of remuneration payable to Mr. Atul Maru (DIN: 00169264) Jt. Managing Director of the Company.

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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17906920	17906920	100.0000	17906920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
Public Institutions	E-Voting	948234	883212	93.1428	0	883212		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	0	883212	0.0000	100.0000
Public Non Institutions	E-Voting	8327085	388578	4.6664	376864	11714	96.9854	3.0146
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		388578	4.6664	376864	11714	96.9854	3.0146
Total		27182239	19178710	70.5560	18283784	894926	95.3338	4.6662

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Shemaroo Entertainment Limited

Last Date of Postal Ballot and E- Voting : 16th January, 2022

Total number of shareholders on record date (3rd December, 2021) : 13993

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group: 0

Public: 0

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable

Promoters and Promoter Group: 0

Public: 0

Resolution Required : (Special)

9 - Approval of Enhance in the limit of remuneration payable to Mr. Hiren Gada (DIN: 01108194) Whole Time Director, CEO & CFO of the Company

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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	17906920	17906920	100.0000	17906920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
Public Institutions	E-Voting	948234	883212	93.1428	0	883212		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	0	883212	0.0000	100.0000
Public Non Institutions	E-Voting	8327085	388578	4.6664	374598	13980	96.4023	3.5977
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		388578	4.6664	374598	13980	96.4023	3.5977
Total		27182239	19178710	70.5560	18281518	897192	95.3219	4.6781



Shemaroo Entertainment Limited

Last Date of Postal Ballot and E- Voting : 16th January, 2022

Total number of shareholders on record date (3rd December, 2021) : 13993

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group: 0

Public: 0

No. of shareholders attended the meeting through video conferencing ("VC") / Other Audio Visual Means ("OAVM"): Not Applicable

Promoters and Promoter Group: 0

Public: 0

Resolution Required : (Special)

10 - Approval of Enhance in the limit of remuneration payable to Mr. Jai Maroo (DIN: 00169399) Executive Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17906920	17906920	100.0000	17906920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
Public Institutions	E-Voting	948234	883212	93.1428	0	883212		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	0	883212	0.0000	100.0000
Public Non Institutions	E-Voting	8327085	389215	4.6741	374642	14573	96.2558	3.7442
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		389215	4.6741	374642	14573	96.2558	3.7442
Total		27182239	19179347	70.5584	18281562	897785	95.3190	4.6810



CONFIDENTIAL

Date: January 17, 2022

To
The Chairperson / Company Secretary
Shemaroo Entertainment Limited
Shemaroo House, Plot No. 18,
Marol Co-op Ind. Estate,
Off. Andheri Kurla Road, Andheri (E),
Mumbai -400059

Sir

Sub.: Scrutinizer's Report for passing of resolution through Postal Ballot (e-voting)

I have completed the assignment as the Scrutinizer for the Postal Ballot process under Section 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and I submit herewith my report for your necessary further action.

I further report that the electronic data and all other relevant records relating to the Remote E-Voting during the Postal Ballot process, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

I request you to preserve electronic data and all other relevant records as required under Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH007100)

Mannish L. Ghia

CS Mannish L. Ghia
Partner
M. No. FCS 6252; C. P. No.3531
PR 822/2020



Encl: as above

SCRUTINIZER REPORT

*[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 20 and 22 of Companies (Management and Administration) Rules, 2014]*

To
The Chairperson / Company Secretary
Shemaroo Entertainment Limited
Shemaroo House, Plot No. 18,
Marol Co-op Ind. Estate,
Off. Andheri Kurla Road, Andheri (E),
Mumbai -400059.

Dear Sir,

Sub: Scrutinizer's Report for passing of resolution through Postal Ballot (remote e-voting).

I, CS Mannish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through Postal Ballot ("remote e-voting") in terms of the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the rules') as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the regulations') in a fair and transparent manner, for passing of the resolution as mentioned in the Postal Ballot Notice dated 07th December, 2021 ("Notice"), issued by the Company in accordance with General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars").

1. The Postal Ballot conducted through remote e-voting in terms of MCA Circulars, has been completed and now I submit my report as under:
 - 1.1 The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including the above-mentioned MCA Circulars and the regulations. Our responsibility as Scrutinizer is restricted to preparing the Scrutinizers Report on the votes cast in favor and against the resolution(s) stated in the Notice.
 - 1.2 The Company had availed the e-voting platform/facility offered by National Securities Depository Limited (NSDL) for conducting Postal Ballot process through remote e-voting.



- 1.3 The Company on Tuesday, 14th December, 2021, completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on the cut-off date being, Friday, 3rd December, 2021.
- 1.4 As per applicable provisions of the rules, the Company had published an advertisement about completion of dispatch of Notice as above, provision of remote e-voting facility and other mandated particulars in English Newspaper “Financial Express” and Marathi Newspaper “Mumbai Lakshadeep” on Friday, 17th December, 2021.
- 1.5 The remote e-voting period commenced on Saturday, 18th December, 2021, 9:00 a.m. (IST) onwards and ended on Sunday, 16th January, 2022 at 5.00 p.m. (IST).
- 1.6 Votes cast through remote e-voting till 5.00 p.m. on Sunday, 16th January, 2022 being the last date and time fixed by the Company for voting, are considered for my scrutiny.
- 1.7 The e-voting module was disabled by NSDL on Sunday, 16th January, 2022 after 5.00 p.m. and as required under the rules the votes cast under the remote e-voting facility during the Postal Ballot period, were unblocked in the presence of Mr. Vivek Thakur and Ms. Tarushi Saraff who are not in employment with the Company; thereafter the data of remote e-voting was downloaded and the Shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries maintained by the Company/its Registrar and Share Transfer Agents / Depositories as on the cut-off date i.e., Friday, 3rd December, 2021.
- 1.8 The remote e-voting data was scrutinized for verification of votes cast in favor and against the resolution.
2. The summary of the voting through remote e-voting is as follows:

Resolution No.1: Special Resolution

APPROVAL OF SHEMAROO ENTERTAINMENT LIMITED EMPLOYEES STOCK OPTION SCHEME – 2021

- (i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
121	19170174	99.96%

- (ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
20	7983	0.04%



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.2: Special Resolution

APPROVAL FOR GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF GROUP COMPANY INCLUDING SUBSIDIARY OR ITS ASSOCIATE COMPANY, IN INDIA OR OUTSIDE INDIA, OF THE COMPANY, UNDER SHEMAROO ENTERTAINMENT LIMITED EMPLOYEES STOCK OPTION SCHEME – 2021

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
119	19170152	99.96%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
21	7368	0.04%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.3: Ordinary Resolution

TO CONSIDER AND APPROVE RE-APPOINTMENT OF MS. SMITA MAROO TO HOLD OFFICE OR PLACE OF PROFIT AS SENIOR VICE PRESIDENT - ANIMATION, KIDS DIGITAL, LICENSING & MERCHANDISING AND HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
118	18284513	95.34



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	893644	4.66%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.4: Ordinary Resolution

APPROVAL OF PAYMENT OF REMUNERATION TO MS. SMITA MAROO AS SENIOR VICE - PRESIDENT ANIMATION, KIDS DIGITAL, L&M OF THE COMPANY

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
115	18284201	95.34%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
24	893309	4.66%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.5: Ordinary Resolution

TO CONSIDER AND APPROVE RE-APPOINTMENT OF MS. KRANTI GADA ARAMBHAN TO HOLD OFFICE OR PLACE OF PROFIT AS CHIEF OPERATING OFFICER AND HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
119	18285521	95.35%



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
21	892626	4.65%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.6: Ordinary Resolution

APPROVAL OF PAYMENT OF REMUNERATION TO MS. KRANTI GADA ARAMBHAN AS CHIEF OPERATING OFFICER

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
115	18283693	95.34%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
24	894517	4.66%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.7: Special Resolution

APPROVAL OF ENHANCEMENT IN THE LIMIT OF REMUNERATION PAYABLE TO MR. RAMAN MAROO (DIN: 00169152) MANAGING DIRECTOR OF THE COMPANY

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
112	18281711	95.32%



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	896999	4.68

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.8: Special Resolution

APPROVAL OF ENHANCEMENT IN THE LIMIT OF REMUNERATION PAYABLE TO MR. ATUL MARU (DIN: 00169264) JT. MANAGING DIRECTOR OF THE COMPANY

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
112	18283784	95.33%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	894926	4.67%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.9: Special Resolution

APPROVAL OF ENHANCEMENT IN THE LIMIT OF REMUNERATION PAYABLE TO MR. HIREN U GADA (DIN: 01108194) WHOLE TIME DIRECTOR, CEO & CFO OF THE COMPANY

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
112	18281518	95.32%



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	897192	4.68%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.10: Special Resolution

APPROVAL OF ENHANCEMENT IN THE LIMIT OF REMUNERATION PAYABLE TO MR. JAI MAROO (DIN: 00169399) EXECUTIVE DIRECTOR OF THE COMPANY

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
113	18281562	95.32%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	897785	4.68%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Result:

- a. For Resolution No. 1, 2, 7, 8, 9 and 10 - We report that the number of votes cast in favour are more than three times the number of votes cast against;
- b. For Resolution No. 3, 4, 5 and 6 - We report that number of votes cast in favour are more than the number of votes cast against.



Manish Ghia & Associates

Accordingly the resolutions as contained in the Notice of Postal Ballot dated 7th December, 2021 may be considered as passed with requisite majority.

You may accordingly declare the result of the remote e-voting by Postal Ballot.

For Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH007100)

Manish Ghia

CS Mannish L. Ghia
Partner
M. No. FCS 6252, C.P. No. 3531
PR 822/2020



Place: Mumbai
Date: January 17, 2022
UDIN: F006252C002183471

Countersigned by

[Signature]
DIPESH GOOSAR
ACS 23755

Designation: Company Secretary
Shemaroo Entertainment Limited



Place: Mumbai

Date: 17/01/2022