

January 17, 2022

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

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

Encl.: As above

ન હ		S	hemaroo	Entertainme	nt Limited	3		
Last Date of Postal Ballo	t and E- Voting	g : 16th Janua	iry, 2022				-	
Total number of shareho	Iders on reco	rd date (3rd D	ecember, 202	21): 13993				
No. of shareholders pres	ent in the me	eting either in	n person or th	rough proxy: Not A	pplicable			
Promoters and Promo	oter Group: 0							
Public: 0		-						
No. of shareholders atte	nded the mee	ting through	video confere	ncing ("VC") / Othe	r Audio Visua	l Means ("OA	VM"): Not Applicat	ble
Promoters and Promo	oter Group: 0							
Public: 0								
Resolution Required : (Spec	cial)		1 - Approval o	f Shemaroo Entertain	ment Limited I	Employees Stoc	k Option Scheme – 20	021.
Whether promoter/ promo the agenda/resolution?	ter group are i	nterested in	No					
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		17906920	100.0000	17906920	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		17906920						
	Postal Ballot		0	0.0000		0	0.0000	0.0000
	Total		17906920	100.0000	The second secon	0	100.0000	
	E-Voting		883212	93.1428	883212	0	100.0000	
Dublic Institutions	Poll	040224	0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	948234		0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	883212	0	100.0000	
	E-Voting		388025	4.6598		7983	97.9427	2.0573
	Poll		0	0.0000	0	7383	0.0000	0.0000
Public Non Institutions		8327085		0.0000			0.0000	0.0000
	Postal Ballot	0027000	0	0.0000	0	0	0.0000	0.0000
	Total		388025	4.6598	380042	7983	97.9427	2.0573
Total		27182239		70.5540		7983	99.9584	

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		S	hemaroo	Entertainme	nt Limite	ł		
Last Date of Postal Ballo	t and E- Voting	g : 16th Janua	iry, 2022					
Total number of shareho	lders on reco	rd date (3rd D	ecember, 202	21): 13993				
No. of shareholders pres	ent in the me	eting either in	n person or th	rough proxy: Not A	pplicable			1
Promoters and Promo	oter Group: 0							ž
Public: 0								
No. of shareholders atte	nded the mee	ting through	video confere	ncing ("VC") / Othe	r Audio Visua	l Means ("OA	VM"): Not Applical	ole
Promoters and Promo	oter Group: 0	×						
Public: 0								
				or grant of stock optic	-			-
	• •			pany, in India or outs	- 51	e company, un	der Shemaroo Entert	ainment Limited
Resolution Required : (Spec			Employees Sto	ock Option Scheme – 2	2021			
Whether promoter/ promother agenda/resolution?	oter group are i	nterested in	No					
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		17906920	100.0000	17906920	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		17906920						
Group	Postal Ballot		0	0.000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	
	E-Voting		883212	93.1428	883212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	1	948234						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	883212	0	100.0000	0.0000
	E-Voting		387388	4.6521	380020	7368	98.0980	1.9020
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions		8327085						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		387388	4.6521	380020	7368	98.0980	
Total		27182239	19177520	70.5517	19170152	7368	99.9616	0.0384

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		S	hemaroo	Entertainme	nt Limited	ł		
Last Date of Postal Ballot	and E- Voting	g : 16th Janua	ry, 2022					
Total number of shareho	lders on reco	rd date (3rd D	ecember, 202	21): 13993				
No. of shareholders pres	ent in the me	eting either in	n person or th	rough proxy: Not A	pplicable			
Promoters and Promo	ter Group: 0							
Public: 0						· · ·		
No. of shareholders atter	nded the mee	ting through	video confere	ncing ("VC") / Othe	r Audio Visua	I Means ("OA	VM"): Not Applicat	ble
Promoters and Promo	ter Group: 0							
Public: 0								
		-		r and approve re-app				The second
				- Animation, Kids Dig	ital, Licensing	& Merchandisi	ng and holding an off	ce or place of profit
Resolution Required : (Ordi			in the compan	У				
Whether promoter/ promo	ter group are i	nterested in						
the agenda/resolution?			Yes					
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	-		No. of Votes	1994 M	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
	5 1 1 1	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		17906920	100.0000		0	100.0000	
Promoter and Promoter	Poll	17005020	0	0.0000	0	0	0.0000	0.0000
Group		17906920		0.0000			0.0000	0.0000
	Postal Ballot		0	0.0000		0	0.0000	
	Total		17906920	100.0000 93.1428		0 883212	100.0000	0.0000
	E-Voting		883212	0.0000		003212	0.0000	0.0000
Dublic Institutions	Poll	948234		0.0000	0	0	0.0000	0.0000
Public Institutions	Doctol Dollat	948234		0.0000		0	0.0000	0.0000
	Postal Ballot		0 883212	93.1428		883212	0.0000	
	Total E-Voting		388025	4.6598		10432	97.3115	2.6885
	Poli		0					
Public Non Institutions		8327085		0.0000	0	0	0.0000	0.0000
	Postal Ballot	0327003	0	0.0000	0	0	0.0000	0.0000
	Total		388025	4.6598			97.3115	2.6885
Total		27182239		70.5540			95.3403	

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a	л ж	S	hemaroo	Entertainme	nt Limited	ł		
Last Date of Postal Ballot	and E- Voting	g : 16th Janua	ry, 2022					
Total number of shareho	lders on recor	rd date (3rd D	ecember, 202	1): 13993				*
No. of shareholders prese	ent in the me	eting either ir	n person or th	rough proxy: Not A	pplicable			
Promcters and Promo	ter Group: 0							
Public: 0								
No. of shareholders atter	nded the mee	ting through	video confere	ncing ("VC") / Othe	r Audio Visua	l Means ("OA	VM"): Not Applical	ple
Promoters and Promo	ter Group: 0							
Public: 0								
Resolution Required : (Ordi	nary)		120.2	f payment of remune of the company	ration to Ms. S	mita Maroo as	Senior Vice - Preside	nt Animation, Kids
Whether promoter/ promo	ter group are i	nterested in						
the agenda/resolution?			Yes					
Category	Mode of							
	Voting	5 A 45		% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding		No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		17906920	100.0000		0	100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		17906920	~~					
	Postal Ballot		0	0.0000		0	0.0000	
	Total		17906920	100.0000		0	100.0000	0.0000
	E-Voting		883212	93.1428		883212	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		948234		0.0000			0.0000	0.0000
	Postal Ballot		0	0.0000		·**	0.0000	
	Total		883212	93.1428			0.0000	
	E-Voting		387378	4.6520		10097	97.3935	
	Poll 0 0.0000 0 0 0.0000 0.0000							
Public Non Institutions	Postal Ballot	8327085	0	0.0000	0	0	0.0000	0.0000
х.	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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	and E. Matter			LINCIALITIE		A		
Last Date of Postal Ballot				1), 12002				
Total number of shareho No. of shareholders pres			1.5				1. ²⁰ 1.0	
Promoters and Promo		eung either in	i person or th	rough proxy: Not A	phicable			
Public: 0	nei Group. o		<u>, i</u>					
No. of shareholders atter	nded the mee	ting through	video confere	ncing ("\/C") / Othe	or Audio Visua	Means ("OA	VM"). Not Applicat	
Promoters and Promo		ung un ough	video comere		a Audio Visua		www.j. wot Applicat	
Public: 0								
			5 - To consider	and approve Re-app	ointment of M	e Kranti Gada	Arambhan to hold off	Fice or place of profit
Resolution Required : (Ordi	nary)			ting Officer and hold				ice of place of profit
Whether promoter/ promo	ter group are i	nterested in						
the agenda/resolution?			Yes					
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		17906920	100.0000		0		0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		17906920						
	Postal Ballot		0	0.0000		0	0.0000	0.0000
	Total		17906920	100.0000		0	100.0000	0.0000
	E-Voting		883212	93.1428		883212	0.0000	
	Poll	040004	0	0.0000	0	0	0.0000	0.0000
Public Institutions	Doctol Dollat	948234	14	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0 883212	93.1428		883212	0.0000	
	Total E-Voting		388015	-4.6597	378601	9414	97.5738	2.4262
	Poll		0				and the second s	
Public Non Institutions		8327085		0.0000		0	0.0000	0.0000
	Postal Ballot	002,000	0	0.0000	0	0	0.0000	0.0000
	Total		388015	4.6597	378601	9414	97.5738	2.4262
			-					

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	e el	S	hemaroo	Entertainme	nt Limited	ł		
Last Date of Postal Ballot	and E- Voting	g : 16th Janua	ry, 2022			8.9		
Total number of shareho	lders on recor	rd date (3rd D	ecember, 202	1): 13993				
No. of shareholders prese	ent in the me	eting either in	n person or th	rough proxy: Not A	pplicable		Ϋ́.	
Promoters and Promo	ter Group: 0	•	8			2		
Public: 0								
No. of shareholders atter	nded the mee	ting through	video confere	ncing ("VC") / Othe	r Audio Visua	l Means ("OA	VM"): Not Applical	ple -
Promoters and Promo	ter Group: 0							
Public: 0								
Resolution Required : (Ordi		nterested in	6 - Approval o	f payment of remune	ration to Ms. K	ranti Gada Ara	mbhan as Chief Oper	ating Officer
the agenda/resolution?	ter group are n		Yes					
Category	Mode of		24 (a) (A)					
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		17906920	100.0000	17906920	0	100.0000	0.0000
Durante and Durante a	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter		17906920						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	1	17906920	100.0000	17906920	0	100.0000	0.0000
	E-Voting		883212	93.1428	0	883212		
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		948234						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		883212	93.1428	0	883212	0.0000	100.0000
	E-Voting		388078	4.6604	376773	11305	97.0869	2.9131
Poll 0 0.0000 0 0 0.0000 0.0							0.0000	
Public Non Institutions 8327085 8327085								
	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

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	4	S	hemaroo	Entertainme	nt Limited	ł		
Last Date of Postal Ballot	and E- Voting	g : 16th Janua	ry, 2022					
Total number of shareho				21): 13993			а С	
No. of shareholders pres	ent in the me	eting either in	n person or th	rough proxy: Not A	pplicable			
Promoters and Promo	ter Group: 0	•						
Public: 0								
No. of shareholders atter	nded the mee	ting through	video confere	ncing ("VC") / Othe	r Audio Visua	l Means ("OA	VM"): Not Applical	ple
Promoters and Promo	oter Group: 0			10				
Public: 0								
Resolution Required : (Spec	· ·			f Enhance in the limit ector of the Company		on payable to I	Mr. Raman Maroo (Di	N: 00169152)
Whether promoter/ promo	ter group are i	nterested in						
the agenda/resolution?			Yes					
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	And the second s	No. of Votes		% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		17906920	100.0000	17906920	0	200.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		17906920						0.0000
none on the Pr	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
	E-Voting		883212	93.1428	0	883212		0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		948234	202	0.0000			0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		883212	93.1428	0	883212	0.0000	
	E-Voting		388578	4.6664	374791	13787	96.4519	
	Poll	0007005	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Postal Ballot	8327085	0	0.0000	о	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

		S	hemaroo	Entertainme	nt Limited	ł		-
Last Date of Postal Ballo	t and E- Voting	g : 16th Janua	iry, 2022					
Total number of shareho	ders on reco	rd date (3rd D	ecember, 202	21): 13993	_			
No. of shareholders pres	ent in the me	eting either i	n person or th	rough proxy: Not A	pplicable			2
Promoters and Promo	oter Group: 0							
Public: 0								1 at 1
No. of shareholders atte	nded the mee	ting through	video confere	ncing ("VC") / Othe	r Audio Visua	il Means ("OA	VM"): Not Applicat	ble
Promoters and Promo	oter Group: 0							
Public: 0								
Resolution Required : (Spe	cial)			f Enhance in the limit ector of the Company		on payable to N	/Ir. Atul Maru (DIN: 0	0169264) Jt.
Whether promoter/ promo	oter group are i	nterested in						
the agenda/resolution?			Yes					
Category	Mode of	No. of		% of Votes Polled			% of Votes in	% of Votes against
	Voting	shares held	polled	on outstanding	– in favour	–Against	favour on votes	on votes polled
				shares			polled	
		[4]			[4]	[5]		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		17906920	100.0000			100.0000	0.0000
Promoter and Promoter	Poll	17000020	0	0.0000	0	0	0.0000	0.0000
Group	Destal Dellet	17906920	0	0.0000	0		0.0000	0.0000
	Postal Ballot		17906920			-	100.0000	
	Total		883212	93.1428			100.000	0.0000
	E-Voting Poll		0	0.0000			0.0000	0.0000
	POIL		0	0.0000	0	0	0.0000	0.0000
Public Institutions		0/022/						
Public Institutions	Postal Ballot	948234		0 0000	0	0	0 0000	0.000
Public Institutions	Postal Ballot		0	0.0000		0	0.0000	
Public Institutions	Total		0 883212	93.1428	0	883212	0.0000	100.0000
Public Institutions	Total E-Voting		0 883212 388578	93.1428 4.6664	0 376864	883212 11714	0.0000 96.9854	100.0000 3.0146
	Total		0 883212 388578 0	93.1428	0 376864	883212 11714	0.0000	100.0000 3.0146
Public Institutions	Total E-Voting Poll		0 883212 388578 0	93.1428 4.6664 0.0000	0 376864 0	883212 11714 0	0.0000 96.9854 0.0000	100.0000 3.0146 0.0000
	Total E-Voting		0 883212 388578 0	93.1428 4.6664	0 376864 0 0	883212 11714 0	0.0000 96.9854	100.0000 3.0146 0.0000

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Last Date of Postal Ballot	t and E- Voting	g : 16th Janua	ry, 2022					
Total number of shareho	Iders on reco	rd date (3rd D	ecember, 202	21): 13993			÷ *	
No. of shareholders pres	ent in the me	eting either in	n person or th	rough proxy: Not A	pplicable			10 10
Promoters and Promo	oter Group: 0							
Public: 0								
No. of shareholders atter	nded the mee	ting through	video confere	ncing ("VC") / Othe	r Audio Visua	l Means ("OA	VM"): Not Applical	ble
Promoters and Promo	oter Group: 0							
Public: 0								
Resolution Required : (Spec	cial)		A.V. 10	f Enhance in the limit CEO & CFO of the Co		on payable to I	Mr. Hiren Gada (DIN:	01108194) Whole
Whether promoter/ promo	ter group are i	nterested in						
the agenda/resolution?		1	Yes		1			
Category	Mode of						A	
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding		No. of Votes		% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		17906920 0	100.0000	17906920 0	0	100.0000	
Promoter and Promoter	Poll	17906920	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	1/900920	0	0.0000	0	0	0.0000	0.0000
	Total		17906920	100.0000	17906920	0	100.0000	
	E-Voting		883212	93.1428	0	883212		
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		948234						
	Postal Ballot		о	0.0000	0	0	0.0000	0.0000
	Total	1	883212	93.1428	0	883212	0.0000	100.0000
	E-Voting		388578	4.6664	374598	13980	96.4023	3.5977
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions		8327085						
	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

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Last Date of Postal Ballot	and E- Voting	g : 16th Janua	ry, 2022			× .	1	. w
Total number of shareho	lders on reco	rd date (3rd D	ecember, 202	21): 13993		-		
No. of shareholders pres	ent in the me	eting either in	n person or th	rough proxy: Not A	pplicable	- E		
Promoters and Promo	ter Group: 0							
Public: 0								
No. of shareholders atter	nded the mee	ting through	video confere	ncing ("VC") / Othe	r Audio Visua	I Means ("OA	VM"): Not Applical	ble
Promoters and Promo	oter Group: 0							
Public: 0								
Resolution Required : (Spec	ial)	×	10 - Approval Director of the	of Enhance in the limi Company.	t of remunerat	tion payable to	Mr. Jai Maroo (DIN:	00169399) Executive
Whether promoter/ promo	ter group are i	nterested in						
the agenda/resolution?	1		Yes				[
Category	Mode of							
	Voting			% of Votes Polled		~	% of Votes in	
		No. of	No. of votes	on outstanding		No. of Votes		% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		17906920	100.0000	17906920	0		
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		17906920						
	Postal Ballot		0	0.0000	0	0		
	Total		17906920	100.0000	17906920	0	100.0000	0.0000
	E-Voting		883212	93.1428	0			
01 	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		948234						
	Postal Ballot		0	0.0000	0		0.0000	
	Total		883212	93.1428	0		0.0000	
	E-Voting		389215	4.6741	374642	14573	96.2558	Contracts as matters
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Postal Ballot	8327085	0	0.0000	0	0	0.0000	0.0000
	Total	1	389215	4.6741	374642	14573	96.2558	3.7442
Total		27182239	19179347	70.5584	18281562	897785	95.3190	4.6810

MUMBAI)

Manish Shia & associates

CONFIDENTIAL

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Date: January 17, 2022

То

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)

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

Encl: as above



COMPANY SECRETARIES

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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), <u>Mumbai –400059.</u>

Manish **Ø**hia & associates

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.



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Manish Ghia & Associates

- 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 voted	of	members	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 a voted	nembers Numbe by then		% of total number of valid votes cast
119	191701	52	99.96%

(ii) Voted against the resolution:

Number voted	of	members	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

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

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

Number voted	of	members	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) Vo	oted in	favour	of the	resolution:
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Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
119	18285521	95.35%

Number voted	of	members	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 voted	of	members	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 voted	members	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

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

(i) Voted in favour of the resolution:

Number voted	of	members	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	d in	favour	of the	resolution:
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Number voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
112			18283784	95.33%

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

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

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

(ii) Voted against the resolution:

Number voted	of	members	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.



Place: Mumbai Date: January 17, 2022 UDIN: F006252C002183471 For Manish Ghia & Associates Company Secretaries (Unique ID: P2006MH007100)

- Julg bia

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

Countersigned by RO DIPESH GOOSAR AC8 23755

Designation: Company Secretary Shemaroo Entertainment Limited

Place: Mumbai Date: [7 0] 2022