



Ref No.: SEL / PB / Feb-2019 / 01

February 22, 2019

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-400 023.
Scrip Code : 538685

Dear Sir / Madam,

Re: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019

Sub: Postal Ballot Notice and Form

In continuation to our letter dated January 30, 2019 relating to outcome of Board Meeting, please find enclosed, Postal Ballot Notice and Form, being sent to the members pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking their approval in regards to the following special resolution:

1. Re-appointment of Mr. Gnanesh D. Gala (DIN: 00093008) as an Independent Director of the Company for another term of 5 years, subject to approval of shareholders by Special Resolution through Postal Ballot.
2. Re-appointment of Mr. VasANJI A. MAMANIA (DIN: 00013071), aged 81 years as an Independent Director of the Company for another term of 5 years, subject to approval of shareholders by Special Resolution through Postal Ballot.
3. Re-appointment of Mr. Kirit V. Gala (DIN: 01540274), as an Independent Director of the Company for another term of 5 years, subject to approval of shareholders by Special Resolution through Postal Ballot.
4. Re-appointment of Mr. Shashidhar N. Sinha (DIN: 00953796), as an Independent Director of the Company for another term of 5 years, subject to approval of shareholders by Special Resolution through Postal Ballot.

The same is also disseminated on the website of the Company i.e. www.shemarooent.com

This is for your information and records.

Thanking you,
Yours faithfully,

For Shemaroo Entertainment Limited

Dipesh U Gosar
Company Secretary & Compliance Officer
ICSI 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

CIN: L67190MH2005PLC158288

Regd. Office: Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E), Mumbai –400059,

Tel: +91 22 4031 9911; Facsimilie: +91 22 2851 9770;

Email: investors_services@shemaroo.com | **website:** www.shemarooent.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws and regulations, that the resolutions appended below are proposed to be passed as Special Resolutions by means of Postal Ballot / Electronic Voting (e-voting).

The explanatory statement pertaining to the said resolutions setting out the facts concerning each item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a Postal Ballot Form (the “Form”) for your consideration.

The Board of Directors of the Company have appointed CS Manish L. Ghia, Partner of M/s. Manish Ghia & Associates, Mumbai, Company Secretaries, (Certificate of Practice No. 3531) as the Scrutinizer for scrutinizing the postal ballot and e-voting process in a fair and transparent manner and National Securities Depository Limited (“NSDL”) as agency in respect of providing the facility of e-voting for the postal ballot.

Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope. Postage of such envelope(s) will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:00 P.M. IST on Wednesday, March 27, 2019, to be eligible for being considered as valid, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman, or such other person as may be authorised by him, after the completion of the scrutiny of the postal ballots (including e-voting). The results of the postal ballot shall be declared on or before Friday, March 29, 2019 (05:00 P.M. IST) and displayed on the Notice Board of the Company at its Registered Office besides being communicated to the Stock Exchanges on which the Equity Shares of the Company are listed. The results will also be displayed on the website of the Company i.e. www.shemarooent.com and e-voting website i.e. www.evoting.nsdl.com for the information of the Members.

The last date for the receipt of duly completed Postal Ballot Forms or e-voting i.e. Wednesday, March 27, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Gnanesh D. Gala (DIN: 00093008) as an Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the

Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gnanesh D. Gala (DIN:00093008), Independent Non-Executive Director of the Company, whose current period of office is expiring on May 25, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company w.e.f. May 26, 2019 upto May 25, 2024.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

2. Re-appointment of Mr. Vasanji A. Mamania (DIN: 00013071) as an Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vasanji A. Mamania (DIN: 00013071), aged 81 years, Independent Non-Executive Director of the Company, whose current period of office is expiring on May 25, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013, read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations, be and is hereby re-appointed as an Independent Non-Executive Director of the Company whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company w.e.f. May 26, 2019 upto May 25, 2024.

RESOLVED FURTHER THAT pursuant to the Regulation 17(1A) and other applicable provisions of the Listing Regulations, the consent of members be and is hereby accorded to the continuation of Mr. Vasanji A. Mamania as an Independent Non-Executive Director of the Company in the current term which expires on May 25, 2019 notwithstanding that he has attained/crossed the age of 75 Years.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

3. Re-appointment of Mr. Shashidhar N Sinha (DIN: 00953796) as an Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shashidhar N Sinha (DIN:00953796), Independent Non-Executive Director of the Company, whose current period of office is expiring on May 25, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013, read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations, be and is hereby re-appointed as an Independent Non-Executive Director of the Company whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company w.e.f. May 26, 2019 upto May 25, 2024.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

4. Re-appointment of Mr. Kirit V Gala (DIN: 01540274) as an Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kirit V. Gala (DIN:01540274), Independent Non-Executive Director of the Company, whose current period of office is expiring on May 25, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations, be and is hereby re-appointed as an Independent Non-Executive Director of the Company whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company w.e.f. May 26, 2019 upto May 25, 2024.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By Order of the Board
For **Shemaroo Entertainment Limited**

Dipesh U. Gosar

Company Secretary & Compliance Officer
Membership No. A23755

Place: Mumbai

Date: January 30, 2019

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Business to be transacted at Postal Ballot is annexed hereto.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, February 08, 2019. The Postal Ballot Notice is being sent to members in electronic form to the e-mail addresses registered with the Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by courier along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 08, 2019 will be considered eligible for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purpose only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. Member(s) can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form(s) shall be treated as invalid.
6. In case a Member who wishes to vote through Physical Postal Ballot Form, it can be downloaded from the Company's website www.shemarooent.com or seek duplicate Postal Ballot Form from the Company.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, February 08, 2019. Voting period commences on Monday, February 25, 2019, 09:00 A.M. IST and ends on Wednesday, March 27, 2019 at 05.00 P.M. IST.
8. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorised representatives', with proof of their authorization.

9. Members are also requested to carefully read the instructions printed on the Postal Ballot Form before exercising their physical vote and return the duly completed form in the enclosed self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer at the Registered Office of the Company at Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E), Mumbai – 400059, on or before 05:00 P.M. IST on Wednesday, March 27, 2019. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if no reply is received from the member.
10. The Scrutinizer will submit his report to the Chairman / such other person authorized by him after the completion of scrutiny, and the result of the voting by postal ballot will be declared on or before Friday, March 29, 2019 (05:00 P.M. IST) at the Registered Office of the Company and shall also be displayed on the Company's website i.e. www.shemarooent.com and communicated to the Stock Exchanges where the shares of the Company are listed, Depository(ies) and Registrar and Share Transfer Agents on the said date.
11. Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to Ms. Shweta Poojari, Associate Client Co-ordinator, Link Intime (India) Private Limited, Unit: Shemaroo Entertainment Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, India by sending an e-mail at shweta.poojari@linkintime.co.in.
12. In accordance with the requirements of Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act 2013, read with the related Rules, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their vote electronically for the resolution proposed to be passed through postal ballot. The Company has engaged NDSL to provide e-voting facility to its members. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail the facility at his/her/its discretion, subject to compliance with the instructions as mentioned hereunder:

The instructions for voting through electronic means are as under:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a. For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c. For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the

attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (scrutinizer@mgconsulting.in) to with a copy marked to evoting@nsdl.co.in and investors_services@shemaroo.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1:

Mr. Gnanesh D. Gala (DIN:00093008) was appointed as an Independent Non-Executive Director of the Company by the members at the EGM of the Company held on May 26, 2014 for a period of five consecutive years commencing from May 26, 2014 upto May 25, 2019.

As per Section 149(10) of the Companies Act 2013, Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Gnanesh D. Gala presently is Managing Director of Navneet Education Limited and has over three decades of experience in the areas of finance, taxation. Considering his background, experience and contributions made by him during his tenure, his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gnanesh D. Gala as an Independent Director.

Based on the outcome of performance evaluation, recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Gnanesh D. Gala, being eligible for re-appointment as an Independent Director and offering himself for reappointment, is proposed to be re-appointed as an Independent Non-Executive Director for second term of five consecutive years from May 26, 2019 upto May 25, 2024, and that while holding such office he shall not be subjected to retirement by rotation.

The required disclosures as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, are provided at **Annexure A** of this Notice.

The draft letter of appointment setting out terms and conditions of re-appointment of the said Director shall be open for inspection by the Members at the Registered Office of the Company during its business hours on any working days, upto Wednesday, March 27, 2019.

The Board of Directors recommends the special resolution set out in Item No. 1 for your approval.

Except Mr. Gnanesh Gala, none of the Promoters, Directors, Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item no. 2:

Mr. VasANJI A. Mamania (DIN: 00013071) was appointed as an Independent Non-Executive Director of the Company by the members at the EGM of the Company held on May 26, 2014 for a period of five consecutive years commencing from May 26, 2014 upto May 25, 2019.

As per Section 149(10) of the Companies Act 2013, Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Further Regulation 17(1A) of SEBI LODR Regulation state that Special Resolution to be passed for appointment or continue a Director as Non-Executive Director who has attained the age of 75 years or More.

Mr. VasANJI A. Mamania has rich and varied experience in various industrial sectors including film processing, Civil Constructions, heavy engineering and non-ferrous metals. He has handled responsibilities ranging from operations to financial planning and engineering inputs in design and processes. It would be in the interest of the Company to continue the engagement of Mr. VasANJI A. Mamania as Independent Non-Executive Director.

Based on the outcome of performance evaluation, recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. VasANJI A. Mamania, being eligible for re-appointment as an Independent Director and offering himself for reappointment, is proposed to be re-appointed as an Independent Non-Executive Director for second term of five consecutive years from May 26, 2019 upto May 25, 2024, and that while holding such office he shall not be subjected to retirement by rotation.

The required disclosures as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, are provided at **Annexure A** of this Notice.

The draft letter of appointment setting out terms and conditions of re-appointment of the said Director shall be open for inspection by the Members at the Registered Office of the Company during its business hours on any working days, upto Wednesday, March 27, 2019.

The Board of Directors recommends the special resolution set out in Item No. 2 for your approval.

Except Mr. VasANJI Mamania, none of the Promoters, Directors, Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Item no. 3:

Mr. Shashidhar N Sinha (DIN:00953796) was appointed as an Independent Non-Executive Director of the Company by the members at the EGM of the Company held on May 26, 2014 for a period of five consecutive years commencing from May 26, 2014 upto May 25, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Shashidhar N Sinha has completed B.Tech from IIT Kanpur and his Masters in Management from IIM Bangalore. He possesses expertise, vast experience and high repute in Media & Advertising Industry. It is in the best interest of the Company to continue to avail services of Mr. Sinha as an Independent Director.

Based on the outcome of performance evaluation, recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shashidhar N Sinha, being eligible for re-appointment as an Independent Director and offering himself for reappointment, is proposed to be re-appointed as an Independent Non-Executive Director for second term of five consecutive years from May 26, 2019 upto May 25, 2024, and that while holding such office he shall not be subjected to retirement by rotation.

The required disclosures as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, is provided at **Annexure A** of this Notice.

The draft letter of appointment setting out terms and conditions of re-appointment of the said Director shall be open for inspection by the Members at the Registered Office of the Company during its business hours on any working days, upto Wednesday, March 27, 2019.

The Board of Directors recommends the special resolution set out in Item No. 3 for your approval.

Except Mr. Shashidhar N Sinha, none of the Promoters, Directors, Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item no. 4:

Mr. Kirit V Gala (DIN : 01540274) was appointed as an Independent Non-Executive Director of the Company by the members at the EGM of the Company held on May 26, 2014 for a period of five consecutive years commencing from May 26, 2014 upto May 25, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Kirit V Gala has expertise in B2B marketing, high growth strategies & organization development for value creation. Considering his background, experience and contributions made by him during the tenure, his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kirit Gala as an Independent Director.

Based on the outcome of performance evaluation, recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kirit V Gala, being eligible for re-appointment as an Independent Director and offering himself for reappointment, is proposed to be re-appointed as an Independent Non-Executive Director for second term of five consecutive years from May 26, 2019 upto May 25, 2024, that while holding such office he shall not be subjected to retirement by rotation.

The required disclosures as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, is provided at **Annexure A** of this Notice.

The draft letter of appointment setting out terms and conditions of re-appointment of the said Director shall be open for inspection by the Members at the Registered Office of the Company during its business hours on any working days, upto Wednesday, March 27, 2019.

The Board of Directors recommends the special resolution set out in Item No.4 for your approval.

Except Mr. Kirit V Gala, none of the Promoters, Directors, Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

You are requested to communicate your assent or dissent for the aforesaid Special Resolution(s), in accordance with the instructions set out herein.

By Order of the Board
For **Shemaroo Entertainment Limited**

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

Place: Mumbai
Date: January 30, 2019

Disclosures under Regulation 36(3) of SEBI Listing Regulation and Secretarial Standards on General Meetings SS-2 of ICSI:

Name of Director	Mr. Gnanesh Gala	Mr. Vasanji Mamania	Mr. Shashidhar Sinha	Mr. Kirit Gala
DIN	00093008	00013071	00953796	01540274
Age	56 years	81 years	61 years	57 years
Nationality	Indian	Indian	Indian	Indian
Date of appointment on Board	August 29, 2011	August 29, 2011	August 29, 2011	August 29, 2011
Qualifications	B. Com, University of Mumbai.	Diploma in Mechanical Engineer, M.S. University, Baroda.	B.Tech, IIT Kanpur; Masters in Management, IIM Bangalore.	MBA, Mumbai University; Mechanical Engineer, Mumbai University; Doctorate in Marketing, Tennessee, U.S.A.
Nature of expertise & experience	He has around 35 years of experience in the Educational Publishing Industry. He was the President (Finance) of Navneet Education Limited for more than 21 years and presently the Managing Director of the said company.	He has around 56 years of experience in various industrial sectors including Film Processing, Civil Constructions, Heavy Engineering and Nonferrous Metals. He was the Co-Founder of Adlabs. Mr. Mamania has handled responsibilities ranging from operations to financial planning and engineering inputs in design and processes.	He has over 33 years of experience in media and advertising. He is presently the CEO of Lodestar UM India. He is actively involved and drives key industry bodies like the Advertising Standards Council of India, AAAI "s – Indian Broadcasting Federation joint body on industry practices, Audit Bureau of Circulation and the Joint Industry Body set up to monitor TV measurement	He has around 28 years of business experience. Mr. Gala is the Managing Director of Gala Precision Engineering Private Limited. He has partnered with a leading Private Equity, India Value Fund (True North), and had given them profitable exit in very short span. He is an active speaker at various forums. He has been featured in articles in Business India and other magazines.
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil	Nil
Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 1 of the Postal Ballot Notice dated January 30, 2019 read with explanatory statement thereto.	As per the resolution at Item No. 2 of the Postal Ballot Notice dated January 30, 2019 read with explanatory statement thereto.	As per the resolution at Item No. 3 of the Postal Ballot Notice dated January 30, 2019 read with explanatory statement thereto.	As per the resolution at Item No. 4 of the Postal Ballot Notice dated January 30, 2019 read with explanatory statement thereto.
Remuneration last drawn (commission and sitting fees)	Nil	Rs. 100,000/- as Sitting Fees for the Financial year 2017-18.	Rs.80,000/- as Sitting Fees for the Financial year 2017-18.	Nil
Remuneration proposed to be paid	Nil	As per the existing terms and conditions and in accordance with the provisions of Companies Act, 2013	As per the existing terms and conditions and in accordance with the provisions of Companies Act, 2013	Nil

Name of Director	Mr. Gnanesh Gala	Mr. VasANJI Mamania	Mr. Shashidhar Sinha	Mr. Kirit Gala
No. of meetings of the Board attended for the period from April 2018 till date	5 Meetings	5 Meetings	2 Meetings	4 Meetings
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Navneet Education Limited	-	1) Jagran Prakashan Limited. 2) Midday Infomedia Limited	-
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Shemaroo Entertainment Limited	Shemaroo Entertainment Limited Audit Committee – Chairman Navneet Education Limited: Stakeholders Relationship Committee - Member	Shemaroo Entertainment Limited Audit Committee – Member	Shemaroo Entertainment Limited Stakeholders' Relationship Committee - Member	Shemaroo Entertainment Limited Audit Committee - Member
No. of shares held in the Company	-	50,636	-	-

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SHEMAROO ENTERTAINMENT LIMITED

CIN: L67190MH2005PLC158288

Regd. Office: Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E), Mumbai –400059,

Tel:+91 22 4031 9911; **Facsimilie:**+91 22 28519770;

Email: investors_services@shemaroo.com | **website:** www.shemarooent.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Sr. No. _____

1. Name(s) of Shareholder(s)
(including joint-holders, if any) :
2. Registered address of the sole /
first named Shareholder :
3. Registered Folio No. / DP ID /
Client ID No. :
4. Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for business stated in the Postal Ballot Notice of the Company dated January 30, 2019, by sending my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of Equity Share(s)	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Re-appointment of Mr. Gnanesh D. Gala (DIN: 00093008) as an Independent Director of the Company			
2	Re-appointment of Mr. VasANJI A. MAMANIA (DIN: 00013071) as an Independent Director of the Company			
3	Re-appointment of Mr. Shashidhar N Sinha (DIN: 00953796) as an Independent Director of the Company			
4	Re-appointment of Mr. Kirit V Gala (DIN: 01540274) as an Independent Director of the Company			

Place:

Date:

Signature of the Member

ELECTRONIC VOTING PARTICULARS		
EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN
110421		

Last date of receipt of Postal Ballot forms by the Scrutinizer is March 27, 2019.

INSTRUCTIONS

1. Members can opt for only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
2. There will be only one Postal Ballot Form for every Folio/ DPID / Client ID No. irrespective of the number of Joint Member(s).
3. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member(s) on Friday, February 08, 2019 (cut-off date).
4. Members desiring to cast their vote by Postal Ballot should complete and sign this Ballot Form and send it duly and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this postal Ballot form only. Assent or dissent received in any other form or manner shall be considered as invalid.
5. This Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of Joint holding, this form should be completed and signed by the first named member and in his absence, by the next named Member.
6. Duly completed Postal Ballot form should reach the scrutinizer not later than 05:00 PM IST on Wednesday, March 27, 2019. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
7. Shareholders who wish to seek a duplicate ballot form may approach Company by sending e-mail at investors_services@shemaroo.com or download from Company's Website www.shemarooent.com.
8. In case of shares held by Corporate/ Institutional members (i.e. other than individuals, HUF, NRI etc.) the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authority Letter preferably with attested specimen signatures of the duly authorised signatories.
9. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.
10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
12. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in note No. 12 of the Notice of the Postal Ballot dated January 30, 2019.