



60 YEARS OF
ENTERTAINING
INDIA

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

August 10, 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: Disclosure of Voting Results of the 17th Annual General Meeting - Regulation 44(3) of the SEBI (LODR), Regulations, 2015

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

This is for your information and record.

Thanking you,

Yours faithfully,
For Shemaroo Entertainment Limited



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

Encl: A/a

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

CONSOLIDATED SCRUTINIZER REPORT

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

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting & E-Voting during the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at the 17th Annual General Meeting ("AGM") of the Members of Shemaroo Entertainment Limited ("the Company") held on Tuesday, 09th August, 2022 at 04:00 p.m. through video conferencing ('VC') / other audio visual means ('OAVM').

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 electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 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 under item numbers 1 and 2 as set out in the Notice of AGM dated 10th May, 2022 ("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. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular no. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 17th AGM of its members through VC / OAVM on Tuesday, August 09, 2022 at 04:00 p.m.

1. The e-voting conducted 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 make Scrutinizers Report of 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 e-voting facility prior and during the AGM.
- 1.3 The Company on Thursday, 14th July, 2022, 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, 24th June, 2022.
- 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 e-voting facility and other mandated particulars in English Newspaper "Financial Express" and Marathi Newspaper "Mumbai Lakshadeep" on Saturday, 16th July, 2022.
- 1.5 The remote e-voting period commenced on Saturday, 06th August, 2022, 9:00 a.m. (IST) onwards and ended on Monday, 08th August, 2022 at 5:00 p.m. (IST).
- 1.6 Votes cast through remote e-voting till 5:00 p.m. on Monday, 08th August, 2022 being the last date and time fixed by the Company for voting and e-voting during the AGM, are considered for my scrutiny.
- 1.7 The remote e-voting module was disabled by NSDL on Monday, 08th August, 2022 after 5:00 p.m. and as required under the rules the votes cast under the e-voting facility during the voting period and e-voting during the AGM, were unblocked in the presence of Mr. Vivek Thakur and Ms. Vedika Khandelwal who are not in employment with the Company; thereafter the data of 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., Tuesday, 02nd August, 2022.
- 1.8 The remote e-voting and e-voting during the AGM data was scrutinized for verification of votes cast in favor and against the resolution.
2. The summary of the voting through remote e-voting and e-voting during the AGM is as follows:

Ordinary Business:

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2022 together with the Reports of the Directors and the Auditors thereon.



(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
103	18257440	99.95

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
02	8249	0.05

(iii) **Invalid** votes:

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

Resolution No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Hiren U Gada (DIN: 01108194), who retires by rotation and being eligible, offers himself for re-appointment.

(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
101	18257284	99.95

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
04	8405	0.05

(iii) **Invalid** votes:

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



0	0
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Result:

- a. For Resolution No. 1 and 2 - We report that number of votes cast in favour are more than the number of votes cast against;

Accordingly, the resolutions as contained in the Notice of Annual General Meeting dated 10th May, 2022 may be considered as passed with requisite majority.

You may accordingly declare the result of the remote e-voting and e-voting during the AGM.

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



Mannish Ghia

**CS Mannish L. Ghia
Partner**

**M. No. FCS 6252, C.P. No. 3531
PR 822/2020**

**Place: Mumbai
Date: August 10, 2022
UDIN: F006252D000774019**

Countersigned by

Dipesh U. Gosar



**DIPESH U. GOSAR
Designation: COMPANY SECRETARY
Shemaroo Entertainment Limited**

**Place: Mumbai
Date: 10/8/2022**

Shemaroo Entertainment Limited

Resolution Required : (Ordinary)		1 - To receive, consider and adopt the Audited Financial Statements (including audited Consolidated financial statements) for the financial year ended March 31, 2022 together with the Reports of the Directors and the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	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	49170	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	9226149	358769	3.8886	350520	8249	97.7007	2.2993
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358769	3.8886	350520	8249	97.7007	2.2993
Total		27182239	18265689	67.1971	18257440	8249	99.9548	0.0452



Shemaroo Entertainment Limited

Resolution Required : (Ordinary)		2 - To appoint a Director in place of Mr. Hiren Gada (DIN: 01108194), who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	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	49170	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	9226149	358769	3.8886	350364	8405	97.6573	2.3427
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358769	3.8886	350364	8405	97.6573	2.3427
Total		27182239	18265689	67.1971	18257284	8405	99.9540	0.0460


