

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

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 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 15th Annual General Meeting (AGM) of the Members of Shemaroo Entertainment Limited ('the Company') held on Tuesday, 29thSeptember, 2020 at 4:00 p.m. through video conferencing ('VC') / other audio visual means('OAVM').

1. I, CS Manish 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 in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 6 as set out in the notice dated July 29, 2020 ("Notice") issued by the company in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 15th AGM of its members through VC / OAVM on Tuesday, September 29, 2020 at 4:00 p.m.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013, the Rules and MCA Circulars relating to remote e-voting prior and during the AGM on the resolutions contained in the aforesaid Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide remote e-voting facility prior and during the AGM, and that the e-voting is conducted in a fair and transparent manner.



3. As per the confirmation received from the Company:
 - a. In terms of the MCA Circulars, the company has published a Public Notice regarding the convening of the AGM through VC/OAVM and containing the mandated particulars of the AGM in the English Newspaper “Financial Express” and Marathi (Vernacular language) Newspaper “Mumbai Lakshadeep” on Wednesday, August 26, 2020.
 - b. The Notice of the AGM dated July 29, 2020 along with Statement setting out material facts under Section 102 of the Act was sent to the members by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent/Company/Depositories, on September 1, 2020 in terms of the MCA Circulars.
 - c. The said Notice was sent on the basis of Register of Members made available by M/s. Link Intime (India) Private Limited, the Registrar and Share Transfer Agent of the Company (“the RTA”) and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on as on Friday, 28th August, 2020.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the MCA Circulars, the Company has published a Public Notice regarding the convening of the AGM through VC/OAVM and about completion of dispatch of Notice of meeting through email (as mentioned in Para 3 above) and providing e-voting facility in the English newspaper “Financial Express” and Marathi (Vernacular language) Newspaper “Mumbai Lakshadeep” on Thursday, 3rd September, 2020.
5. In terms of the aforesaid Notice, remote e-voting period was kept open for 3 (three) days from Saturday, 26thSeptember, 2020 (09.00 a.m. IST) till Monday, 28thSeptember, 2020 (5.00 p.m. IST).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e., Tuesday, 22ndSeptember, 2020.
7. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the members attending the said meeting through VC / OAVM and who had not cast their vote earlier.
8. As required under the said rules, after closure of remote e-voting and conclusion of the AGM, the votes cast under the remote e-voting facility prior to the AGM and e-voting facility during the AGM were unblocked in the presence of Mr. Vivek Thakur and Ms. Virangi Sheth who are not in employment with the Company.
9. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system and the summary of the e-voting process is as follows:



A. ORDINARY BUSINESS

Resolution No.1

Particulars		Ordinary Resolution: To receive, consider and adopt the Audited Standalone Financial Statements (including audited consolidated financial statements) for the financial year ended March 31, 2020 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 valid 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
Promoter and Promoter Group	E-Voting	17906920	17906910	99.9999	17906910	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 (A)		17906910	99.9999	17906910	0	100.0000	0.0000
Public-Institutions	E-Voting	2775435	2456383	88.5044	2456383	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 (B)		2456383	88.5044	2456383	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6499884	581068	8.9397	580918	150	99.9742	0.0258
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		581068	8.9397	580918	150	99.9742	0.0258
Total (A+B+C)		27182239	20944361	77.0516	20944211	150	99.9993	0.0007
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



Resolution No.2

Particulars		Ordinary Resolution: To appoint a Director in place of Mr. Atul Maru (DIN: 00169264), who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting	17906920	17906910	99.9999	17906910	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 (A)		17906910	99.9999	17906910	0	100.0000	0.0000
Public-Institutions	E-Voting	2775435	2456383	88.5044	2456383	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 (B)		2456383	88.5044	2456383	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6499884	577985	8.8922	577774	211	99.9635	0.0365
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		577985	8.8922	577774	211	99.9635	0.0365
Total (A+B+C)		27182239	20941278	77.0403	20941067	211	99.9990	0.0010
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



B. SPECIAL BUSINESS

Resolution No.3

Particulars		Special Resolution: Re-appointment of Mr. Raman Maroo (DIN: 00169152) as Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting	17906920	17906910	99.9999	17906910	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 (A)		17906910	99.9999	17906910	0	100.0000	0.0000
Public-Institutions	E-Voting	2775435	2456383	88.5044	2456383	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 (B)		2456383	88.5044	2456383	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6499884	577985	8.8922	577770	215	99.9628	0.0372
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		577985	8.8922	577770	215	99.9628	0.0372
Total (A+B+C)		27182239	20941278	77.0403	20941063	215	99.9990	0.0010
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than three times the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



Resolution No.4

Particulars		Ordinary Resolution: Re-appointment of Mr. Atul Maru (DIN: 00169264) as Joint Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting	17906920	17906910	99.9999	17906910	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 (A)		17906910	99.9999	17906910	0	100.0000	0.0000
Public- Institutions	E-Voting	2775435	2456383	88.5044	2456383	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 (B)		2456383	88.5044	2456383	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6499884	577985	8.8922	577770	215	99.9628	0.0372
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		577985	8.8922	577770	215	99.9628	0.0372
Total (A+B+C)		27182239	20941278	77.0403	20941063	215	99.9990	0.0010
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



Resolution No.5

Particulars		Ordinary Resolution: Re-appointment of Mr. Hiren Gada (DIN: 01108194) as Whole Time Director, CEO and CFO of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting	17906920	17906910	99.9999	17906910	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 (A)		17906910	99.9999	17906910	0	100.0000	0.0000
Public- Institutions	E-Voting	2775435	2456383	88.5044	2456383	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 (B)		2456383	88.5044	2456383	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6499884	577985	8.8922	577830	155	99.9732	0.0268
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		577985	8.8922	577830	155	99.9732	0.0268
Total (A+B+C)		27182239	20941278	77.0403	20941123	155	99.9993	0.0007
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



Resolution No.6

Particulars		Special Resolution: To provide an option to the lenders to convert their outstanding facilities/debts, if any, into Equity Shares.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting	17906920	17906910	99.9999	17906910	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 (A)		17906910	99.9999	17906910	0	100.0000	0.0000
Public- Institutions	E-Voting	2775435	2456383	88.5044	2456383	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 (B)		2456383	88.5044	2456383	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6499884	578003	8.8925	577830	173	99.9701	0.0299
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total (C)		578003	8.8925	577830	173	99.9701	0.0299
Total (A+B+C)		27182239	20941296	77.0404	20941123	173	99.9992	0.0008
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than three times the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes.



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

Thanking You

**For Manish Ghia & Associates
Company Secretaries**



**Place: Mumbai
Date: September 30, 2020
UDIN: F006252B000819064**

**CS Manish L. Ghia
Partner
M. No. FCS 6252 C. P. No. 3531**

Countersigned by

**Chairperson / Authorized Person
Shemaroo Entertainment Limited**

**Place: Mumbai
Date: September 30, 2020**