



**Ref No.: SEL / Reg. 24(A) –LODR / May-2019 / 01**

**May 22, 2019**

**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,

**Sub: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019**

**Re: Certificate under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report for the period ended March 31, 2019 under Regulation 24A issued by M/s. Manish Ghia & Associates, Practicing Company Secretaries (Membership no. FCS6252 and Certificate of Practice no. 3531).

This is for your information and records.

Thanking you,

Yours faithfully,

**For Shemaroo Entertainment Limited**



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

**Encl.: As above**

## Secretarial Compliance Report

### of Shemaroo Entertainment Limited for the year ended 31<sup>st</sup> March 2019

[pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]

To,  
The Members,  
**Shemaroo Entertainment Limited**  
Mumbai

We **Manish Ghia & Associates, Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Shemaroo Entertainment Limited** having Corporate Identification Number L67190MH2005PLC158288 and whose equity shares are listed at BSE Limited and National Stock Exchange of India Limited with Scrip Code/Symbol of "538685" and "SHEMAROO" respectively ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(No compliances were required to be made during the review period)*;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 *(No compliances were required to be made during the review period)*;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(No compliances were required to be made during the review period)*;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 *(No compliances were required to be made during the review period)*;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder;



- (b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records;
- (c) no action have been taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder; and
- (d) there are no observations in the previous reports which requires any follow-up actions by the listed entity.

For Manish Ghia & Associates  
Company Secretaries



*Manish L. Ghia*

Manish L. Ghia  
Partner

Place : Mumbai  
Date: May 13, 2019

M. No. FCS 6252 C.P. No. 3531