



Ref No.: SEL/Reg.44-LODR / January-2019/ 01

January 2, 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,

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 Special Resolution forming part of the Postal Ballot Notice dated October 30, 2018 of the Company.

Further, we are pleased to inform you that the Special Resolution 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 Limited



.....
Dipesh U. Gosar
Company Secretary & Compliance Officer
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

Date of declaration of Result of Postal Ballot and e-voting: 02-01-2019								
Total number of shareholders on record date (09/11/2018): 8179								
No. of shareholders present in the meeting either in person or through proxy: Not Applicable								
Promoters and Promoter Group:								
Public:								
No. of shareholders attended the meeting through video conferencing: Not Applicable								
Promoters and Promoter Group:								
Public:								
Resolution required: (Ordinary/Special)			Special Resolution for Amending Main Objects Clause of the Memorandum of Association of the Company.					
Whether promoter/promoter group are interested in 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
Promoter and Promoter Group	E-Voting	1,78,91,920	1,78,91,920	100.0000	1,78,91,920	0	100.0000	0.0000
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	1,78,91,920	1,78,91,920	100.0000	1,78,91,920	0	100.0000	0.0000
Public- Institutions	E-Voting	49,62,429	18,33,062	36.9388	1833062	0	100.0000	0.0000
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	49,62,429	18,33,062	36.9388	18,33,062	0	100.0000	0.0000
Public- Non Institutions	E-Voting	43,27,890	3,40,257	7.8620	3,40,064	193	99.9433	0.0567
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		10,787	0.2492	10,787	0	100.0000	0.0000
	Total	43,27,890	3,51,044	8.1112	3,50,851	193	99.9450	0.0550
Total		2,71,82,239	2,00,76,026	73.8571	2,00,75,833	193	99.9990	0.0010





SCRUTINIZER'S REPORT

*[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 20 and 22 of Companies (Management and Administration) Rules, 2014]*

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

Respected Sir/Madam,

Sub: Scrutinizer's Report for passing of resolution through Postal Ballot
(physical and e-voting).

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 to scrutinize the voting through Postal Ballot (physical and e-voting) for seeking approval of members for Amendments to Main Objects Clause of the Memorandum of Association of the Company.

1. The Postal Ballot and e-voting process has been completed and now I submit my report as under:

1.1 The Company completed the dispatch of Postal Ballot Notice dated 30th October, 2018 along with Postal Ballot Form and self-addressed business reply envelope to its members through permitted mode on Wednesday, 28th November, 2018, whose names appeared in the Register of Members/List of Beneficiaries maintained by the Depositories as on the cut-off date being Friday, 09th November, 2018.



- 1.2 As per provisions of applicable rules of Companies (Management and Administration) Rules, 2014, the Company has published advertisement about completion of dispatch of Postal Ballot Notice and providing E-voting facility in English Newspaper "Financial Express" and Marathi Newspaper "Mumbai Lakshadeep" on Thursday, 29th November, 2018.
- 1.3 Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- 1.4 All Postal Ballot Forms received upto 5.00 p.m. on Monday, 31st December, 2018, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened on Monday, 31st December, 2018 after 05.00 p.m. in my presence and scrutinized, including verification of signature of the shareholder(s). The Shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries maintained by the Depositories as on the cut-off date i.e. Friday, 09th November, 2018.
- 1.6 The e-voting period commenced on Sunday, 02nd December, 2018, 9:00 a.m. (IST) onwards and ended on Monday, 31st December, 2018 at 5.00 p.m. (IST). The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting Postal Ballot Process.
- 1.7 The data for e-voting was downloaded after the e-voting module was disabled by NSDL on Monday, 31st December, 2018 after 5.00 p.m.
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
- 1.9 The Company has not received any envelopes containing Postal Ballot form after Monday, 31st December, 2018 (05.00 P.M. IST).



2. The summary of the voting through Postal Ballot Forms received and e-voting is as follows:

Resolution No.1

Particulars								
Special Resolution for Amending Main Objects Clause of the Memorandum of Association of the Company.								
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	1,78,91,920	1,78,91,920	100.0000	1,78,91,920	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (A)	1,78,91,920	1,78,91,920	100.0000	1,78,91,920	0.0000	100.0000	0.0000
Public-Institutions	E-Voting	49,62,429	18,33,062	36.9388	18,33,062	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (B)	49,62,429	18,33,062	36.9388	18,33,062	0	100.0000	0.0000
Public- Non Institutions	E-Voting	43,27,890	3,40,257	7.8620	3,40,064	193	99.9433	0.0567
	Ballot forms		10,787	0.2492	10,787	0	100.0000	0
	Total (C)	43,27,890	3,51,044	8.1112	3,50,851	193	99.9450	0.0550
Total (A+B+C)		2,71,82,239	2,00,76,026	73.857	2,00,75,833	193	99.9990	0.0010
Result: Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30th October, 2018 has been passed with the requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Mode of Voting (E-voting/Postal Ballot)	Remarks	Total number of votes
3	Postal Ballot	Signature mismatch	89
1	Postal Ballot	Vote not casted	85
4	Postal Ballot ¹	Casted vote both by E-voting and Postal Ballot	28

¹ Vote cast through E-Voting has been considered and voting through postal ballot has been treated as invalid.



Manish Ghia & Associates

You may accordingly declare the result of the voting by Postal Ballot.

Thanking You.

For Manish Ghia & Associates
Company Secretaries



mghia

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

Place: Mumbai
Date: 2nd January, 2019

Countersigned by
For Shemaroo Entertainment Limited

Dipesh
Company Secretary

Chairman / Authorized Person
Shemaroo Entertainment Limited

DIPESH U. ROSAR
ACS : 23755

Place: *MUMBAI*
Date: *2/1/19*

