



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

September 26, 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: Disclosure of Voting Results of the 14th 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 Poll) 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
shemaroent.com | CIN: L67190MH2005PLC158288

CONSOLIDATED REPORT OF THE SCRUTINIZER

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

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

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and Voting by Ballot at 14th Annual General Meeting (AGM) of the Members of Shemaroo Entertainment Limited ('the Company') held on Tuesday, 24th September, 2019.

1. I, Manish L. Ghia of M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
 - a) Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) Conducting Poll through ballot forms under the provisions of Section 109 of the Companies Act, 2013 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time; and scrutinizing the votes cast through ballot forms (at the AGM) for those shareholders, who do not have access to/availed the remote e-voting facility;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 5 as set out in the Notice of 14th Annual General Meeting (AGM) of the members of the Company dated 13th May, 2019.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by ballot forms at AGM on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and Poll conducted at the AGM 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 remote e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide remote e-voting facility, and Poll conducted at the AGM in a fair and transparent manner.

3. As per the confirmation received from the Company:
 - a. The Notice of the AGM dated 13th May, 2019 along with Statement setting out material facts under Section 102 of the Act was dispatched to the shareholders by courier at their registered addresses on Tuesday, 27th August, 2019 and by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Friday, 23rd August, 2019.
 - b. The said Notice was dispatched 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 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 Friday, 26th July, 2019.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016, the Company has published advertisement about completion of dispatch of Notice of meeting and providing remote e-voting facility in the English newspaper "The Financial Express" and Marathi newspaper "Mumbai Lakshadeep" on Wednesday, 28th August, 2019.
5. In terms of the aforesaid Notice, voting period was kept open for 3 (three) days from Saturday, 21st September, 2019 (9.00 a.m. IST) till Monday, 23rd September, 2019 (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, 17th September, 2019.
7. As required under the said rules, after the closure of physical voting by ballot forms at the AGM, the votes cast through ballot were counted; thereafter the votes cast under the remote e-voting facility were unblocked in the presence of Ms. Shreya Koradia and Mr. Jigar Waghela who are not in employment with the Company.
8. The ballot forms which were incomplete and/or found defective have been treated as invalid and kept separately.



Summary of the remote e-voting and poll at the AGM is as follows:

A. ORDINARY BUSINESS

Resolution No.1

Particulars		Ordinary Resolution to receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2019 and 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	Remote E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	Remote E-Voting	5547991	2377615	42.8554	2377615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	5547991	2377615	42.8554	2377615	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	3742328	234620	6.2694	234620	0	100.0000	0.0000
	Poll		66885	1.7873	66885	0	100.0000	0.0000
	Total (C)	3742328	301505	8.0566	301505	0	100.0000	0.0000
Total (A+B+C)		27182239	20571040	75.6782	20571040	0	100.0000	0.0000
Result: I 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:

Total number of members whose votes were declared invalid	Mode of Voting (Remote E-voting/ Poll)	Remarks	Total number of votes
1	Poll	Signature mismatch	1
1	Poll ¹	vote cast both by Remote E-voting and Poll	100

Vote cast through Remote E-Voting has been considered and voting through poll has been treated as invalid.



Resolution No.2

Particulars		Ordinary Resolution for declaration of dividend on equity shares for the financial year ended 31 st March, 2019.						
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	Remote E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	Remote E-Voting	5547991	2379766	42.8942	2379766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	5547991	2379766	42.8942	2379766	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	3742328	234620	6.2694	234620	0	100.0000	0.0000
	Poll		66885	1.7873	65847	1038	98.4481	1.5519
	Total (C)	3742328	301505	8.0567	300467	1038	99.6557	0.3443
Total (A+B+C)		27182239	20573191	75.6862	20572153	1038	99.9950	0.0050
Result: I 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:

Total number of members whose votes were declared invalid	Mode of Voting (Remote E-voting/ Poll)	Remarks	Total number of votes
1	Poll	Signature mismatch	1
1	Poll ²	vote cast both by Remote E-voting and Poll	100



² Vote cast through Remote E-Voting has been considered and voting through poll has been treated as invalid.

Resolution No.3

Particulars		Ordinary Resolution for appointment of Director in place of Mr. Raman Maroo (DIN: 00169152), 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	Remote E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	Remote E-Voting	5547991	2379766	42.8942	2379766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	5547991	2379766	42.8942	2379766	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	3742328	234620	6.2694	234620	0	100.0000	0.0000
	Poll		66885	1.7873	66885	0	100.0000	0.0000
	Total (C)	3742328	301505	8.0567	301505	0	100.0000	0.0000
Total (A+B+C)		27182239	20573191	75.6862	20573191	0	100.0000	0.0000
Result: I 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:

Total number of members whose votes were declared invalid	Mode of Voting (Remote E-voting/ Poll)	Remarks	Total number of votes
1	Poll	Signature mismatch	1
1	Poll ³	vote cast both by Remote E-voting and Poll	100

³ Vote cast through Remote E-Voting has been considered and voting through poll has been treated as invalid.



B. SPECIAL BUSINESS

Resolution No.4

Particulars		Special Resolution for re-appointment of Dr. CA Reeta Bharat Shah (DIN: 07141304) as an Independent Director of the Company for second term.						
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	Remote E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	Remote E-Voting	5547991	2379766	42.8942	2360761	19005	99.2014	0.7986
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	5547991	2379766	42.8942	2360761	19005	99.2014	0.7986
Public- Non Institutions	Remote E-Voting	3742328	234603	6.2689	234603	0	100.0000	0.0000
	Poll		66885	1.7873	66885	0	100.0000	0.0000
	Total (C)	3742328	301488	8.0562	301488	0	100.0000	0.0000
Total (A+B+C)		27182239	20573174	75.6861	20554169	19005	99.9076	0.0924
Result: I report that the number of votes cast in favour of the aforesaid Resolution is not less than three times the number of votes cast against accordingly the special resolution may be considered as passed with requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Mode of Voting (Remote E-voting/ Poll)	Remarks	Total number of votes
1	Poll	Signature mismatch	1
1	Poll ⁴	vote cast both by Remote E-voting and Poll	100

⁴ Vote cast through Remote E-Voting has been considered and voting through poll has been treated as invalid.



Resolution No.5

Particulars		Special Resolution for appointment of Mr. Jai Buddhichand Maroo (DIN: 00169399) as Executive Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
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	Remote E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (A)		17891920	17891920	100.0000	17891920	0	100.0000
Public-Institutions	Remote E-Voting	5547991	2379766	42.8942	2379766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)		5547991	2379766	42.8942	2379766	0	100.0000
Public- Non Institutions	Remote E-Voting	3742328	234603	6.2689	234603	0	100.0000	0.0000
	Poll		66885	1.7873	65847	1038	98.4481	1.5519
	Total (C)		3742328	301488	8.0562	300450	1038	99.6557
Total (A+B+C)		27182239	20573174	75.6861	20572136	1038	99.9950	0.0050
Result: I report that the number of votes cast in favour of the aforesaid Resolution is not less than three times the number of votes cast against accordingly the special resolution may be considered as passed with requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Mode of Voting (Remote E-voting/ Poll)	Remarks	Total number of votes
1	Poll	Signature mismatch	1
1	Poll ⁵	vote cast both by Remote E-voting and Poll	100

⁵ Vote cast through Remote E-Voting has been considered and voting through poll has been treated as invalid.



I further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s and also the Poll Box used at the venue of the AGM, duly sealed; and
- b. the Register/s, all other papers and relevant records relating to the Remote E-Voting and Poll at 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.



For **Manish Ghia & Associates**
Company Secretaries

CS Manish L. Ghia
Partner

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

Place: Mumbai

Date: 26th September, 2019

Countersigned and received the report:
For Shemaroo Entertainment Limited

Company Secretary

Chairman/Authorized Signatory
Shemaroo Entertainment Limited

Place: MUMBAI

Date: 26/9/19