



August 29, 2023

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E), Mumbai-400 051.
NSE Symbol: SHEMAROO

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001.
Scrip Code : 538685

Dear Sir/Madam,

Re: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019

Sub: Disclosure of Voting Results of the 18th 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

Hetal Vichhi
Company Secretary & Compliance Officer
ICSI membership no. A42806

Encl: A/a

CONFIDENTIAL

Date: 29th August, 2023

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

Sir/Madam,

Sub.: Scrutinizer's Report for passing of resolutions through E-Voting

I have completed the assignment as the Scrutinizer for the E-Voting process under Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and I submit herewith my report for your necessary further action.

I further report that the electronic data and all other relevant records relating to 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.

I request you to preserve electronic data and all other relevant records as required under Rule 20 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For **Manish Ghia & Associates**
Company Secretaries

Mannish L. Ghia

CS Mannish L. Ghia
Partner

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



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 18th Annual General Meeting ("AGM") of the Members of Shemaroo Entertainment Limited ("the Company") held on Monday, 28th August, 2023 at 04:00 p.m. (IST) 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 to 4 as set out in the Notice of AGM dated 9th May, 2023 ("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 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021 and Circular No. 02/2022 dated 5th May, 2022 and MCA Circular No. 10/2022 dated 28th December, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 18th AGM of its members through VC / OAVM on Monday, August 28, 2023 at 04:00 p.m. (IST).

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 Friday, 4th August, 2023, 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, 28th July, 2023.
 - 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 Marathi Newspaper “Mumbai Lakshadeep” on Thursday, 3rd August, 2023 and in English Newspaper “Financial Express” on Saturday 5th August, 2023.
 - 1.5 The remote e-voting period commenced on Thursday, 24th August, 2023, 9:00 a.m. (IST) onwards and ended on Sunday, 27th August, 2023 at 5:00 p.m. (IST).
 - 1.6 Votes cast through remote e-voting till 5:00 p.m. (IST) on Sunday, 27th August, 2023 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 Sunday, 27th August, 2023 after 5:00 p.m. (IST) 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 Ms. Avni Gaglani and Ms. Kinjal Gala 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., Monday, 21st August, 2023.
 - 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, 2023 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
77	18100542	99.9892

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	1948	0.0108

(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. Raman Maroo (DIN: 00169152), 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
77	18102132	99.9980

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	358	0.0020

(iii) Invalid votes:

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



Special Business:

Resolution No. 3: Ordinary Resolution

To ratify remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants, appointed by the Board of Directors of the Company for the financial year 2022- 23 pursuant to Section 148 of the Companies Act, 2013

(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
78	18102142	99.9981

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	348	0.0019

(iii) Invalid votes:

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

Resolution No. 4: Ordinary Resolution

To ratify remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants, appointed by the Board of Directors of the Company for the financial year 2023- 24 pursuant to Section 148 of the Companies Act, 2013

(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
77	18100542	99.9892

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	1948	0.0108



(iii) Invalid votes:

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

Result:

For Resolution No. 1, 2, 3 and 4 - 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 9th May, 2023 may be considered as passed with overwhelming 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 29, 2023
UDIN: F006252E000884041

Countersigned by

Designation:
Shemaroo Entertainment Limited

Place: Mumbai
Date:

Shemaroo Entertainment Limited

Resolution Details(1)

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the financial year ended March 31, 2023 together with the Reports of the Directors and the Auditors thereon.

Resolution Required
Whether promoter/ promoter group are interested in the agenda/resolution?
No

Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(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	17906920	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		17906920	17906920	100	17906920	0	100
Public Institutions	E-voting	24232	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		24232	0	0	0	0	0
Public Non-Institutions	E-voting	9251637	195570	2.113896168	193622	1948	99.00393721	0.996062791
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		9251637	195570	2.113896168	193622	1948	99.00393721
Total		27182789	18102490	66.59541079	18100542	1948	99.98923905	0.010760951

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Resolution Details(2)

Resolution Required (Ordinary Resolution)

2. To appoint a 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?

Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(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	17906920	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		17906920	17906920	100	17906920	0	100
Public Institutions	E-voting	24232	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		24232	0	0	0	0	0
Public Non-Institutions	E-voting	9251637	195570	2.113896168	195212	358	99.81694534	0.183054661
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		9251637	195570	2.113896168	195212	358	99.81694534
Total		27182789	18102490	66.59541079	18102132	358	99.99802237	0.001977628

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Resolution Details(3)

Resolution Required (Ordinary Resolution)	3. To ratify remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants, appointed by the Board of Directors of the Company for the financial year 2022-23 pursuant to Section 148 of the Companies Act, 2013.
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Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-voting	17906920	17906920	100	17906920	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Promoter and Promoter Group	Total	17906920	17906920	100	17906920	0	100	0
	E-voting	24232	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public Institutions	Total	24232	0	0	0	0	0	0
	E-voting	9251637	195570	2.113896168	195222	348	99.8220586	0.177941402
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public Non-Institutions	Total	9251637	195570	2.113896168	195222	348	99.8220586	0.177941402
Total		27182789	18102490	66.59541079	18102142	348	99.99807761	0.001922387

Shemaroo Entertainment Limited

Resolution Details(4)

Resolution Required (Ordinary Resolution)					4. To ratify remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants, appointed by the Board of Directors of the Company for the financial year 2023-24 pursuant to Section 148 of			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(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	17906920	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		17906920	17906920	100	17906920	0	100
Public Institutions	E-voting	24232	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		24232	0	0	0	0	0
Public Non-Institution	E-voting	9251637	195570	2.113896168	193622	1948	99.00393721	0.996062791
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		9251637	195570	2.113896168	193622	1948	99.00393721
Total		27182789	18102490	66.59541079	18100542	1948	99.98923905	0.010760951