



Ref No.: SEL / Reg. 30- LODR / Dec-21/ 01

December 07, 2021

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: - Outcome of Board Meeting – Pursuant to Regulation 30 of the SEBI (LODR), Regulations, 2015

In accordance with the provisions of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), we wish to inform you that a meeting of Board of Directors of the Company was held on December 07, 2021 and had considered, and approved the following:

1. the Shemaroo Entertainment Limited Employees Stock Option Scheme-2021 ("Scheme"), subject to approval of shareholders. Brief details of which are as under:
 - 1.1 The Option Pool of the Scheme shall be 15,00,000 (Fifteen Lakh) Employee Stock Options ("Options") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into be 15,00,000 (Fifteen Lakh) Equity Shares of face value Rs.10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time),
 - 1.2 Each Option is convertible into 1 Equity Share of the Company.
 - 1.3 The Scheme shall be administered by the Nomination and Remuneration Committee of the Company and shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.
 - 1.4 The issue price will be decided in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 at the time of grant of Options.
- 2 appointed M/s Corporate Professionals Capital Private Limited, a category I Merchant Banker for implementation of Shemaroo Entertainment Limited Employees Stock Option Scheme – 2021 ("Scheme") in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
2. the Re-appointment and Payment of remuneration to Ms. Smita Maroo as Senior Vice President - Animation, Kids Digital, Licensing & Merchandising to hold office or place of profit, subject to shareholders approval.




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



3. the Re-appointment and Payment of remuneration to Ms. Kranti Gada Arambhan, Chief Operating Officer, to hold office or place of profit, subject to shareholders approval.
4. the enhancement in the limit of remuneration payable to Mr. Raman H Maroo (DIN:00169152), Managing Director; Mr. Atul H Maru (DIN:00169264), Jt. Managing Director; Mr. Hiren U Gada(DIN:01108194), CEO & CFO and Mr. Jai B Maroo (DIN: 00169399) Executive Director, subject to approval of the members by way of special resolution.
5. the Company has executed Share Purchase and Shareholders Agreement on April 15, 2019 for acquiring 50% stake in Dominiche Production Private Limited (Dominiche) in multiple tranches. Subsequently, the Company acquired 13.88% of the share capital of Dominiche.

Given the prolonged uncertainties around the COVID'19 pandemic, the Company is prioritising investments in its own growth initiatives. In view of the same, Company and Dominiche have mutually decided not to proceed with the completion of further acquisition of shares of Dominiche.

6. the re-designation of existing Key Management personnel to Non-Key Management/regular Head of Departments of the Company:
 - i. Ms. Kranti Gada Arambhan- Chief Operating Officer
 - ii. Ms. Smita Maroo - Sr. VP - Animation, Kids Digital, L&M
 - iii. Ms. Mansi Maroo - Producer - Film
 - iv. Mr. Vinod Karani - EVP - Broadcast Syndication & Acquisition
 - v. Mr. Hemant Karani - Sr. VP - Studio
 - vi. Mr. Ketan Maru - Sr. VP - Film Production
 - vii. Mr. Bipin Dharod – Sr. VP - Physical Sales & Distribution
7. pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III to the said Regulations, Mr. Kirit Gala (DIN: 01540274), Independent Director of the Company has resigned w.e.f. December 07, 2021 due to his pre-occupation. Further, the resignation letter also confirmed there are no material reasons for his resignation, except his pre-occupation. His Resignation letter is enclosed.
8. Mr. Buddhichand Maroo (DIN: 00169319), Chairman Non-Executive Director of the Company has resigned w.e.f. December 07, 2021 due to his advancing age. Further, his resignation letter also confirmed that there are no material reasons for his resignation, except his advanced age.
9. re-designation of Mr. Raman H Maroo (DIN:00169152), Managing Director of the Company as Chairman- Managing Director w.e.f. December 07, 2021.
10. appointment of CS Mannish L. Ghia of M/s. Manish Ghia & Associates, Practicing Company Secretaries (Membership no. FCS 6252), to act as the Scrutinizer to conduct the Postal Ballot process.

The meeting of the Board of Directors commenced at 04:00 P.M. and concluded at 05:20 P.M.

Thanking You,

Yours Faithfully,

For Shemaroo Entertainment Limited

Dipesh U Gosar
Company Secretary & Compliance Officer
Membership no. A23755



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Kirit V Gala

1600-Lodha Aristo, Opp Rustomji, Off Eastern Express Highway, Majiwada, Thane (West)-400601.

BY HAND DELIVERY

December 06, 2021

**The Board of Directors,
Shemaroo Entertainment Limited,
CIN: L67190MH2005PLC158288
Shemaroo House, Plot no 18
Marol Co. op. Indl. Estate, Off Andheri Kurla Road
Andheri East, Mumbai- 400 059**

Sub: Resignation from the position of Independent Director

Dear Sir,

Due to other pre-occupancies, I hereby tender my resignation from the post of Independent Director, including committees of Shemaroo Entertainment Limited with effect from December 07, 2021.

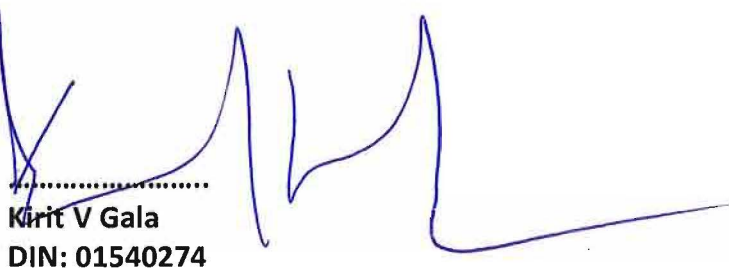
In terms of Schedule III of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I confirm that other than the reasons stated above, there is no other material reason for my resignation.

I am thankful to the Board and Company for their co-operation during my tenure as Independent Director. I wish the Company all the very best.

Kindly take my resignation on record and ensure that the Governmental and Regulatory agencies are appropriately and promptly advised. Also kindly file the necessary forms under Companies Act, 2013 and other applicable laws and send me a copy of the same.

Thanking You

Yours sincerely,



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Kirit V Gala
DIN: 01540274