



March 29, 2019

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

**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 Resolutions forming part of the Postal Ballot Notice dated January 30, 2019 of the Company.

Further, we are pleased to inform you that the Special Resolutions 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

Resolution Required : (Special)		1 - Re-appointment of Mr. Gnanesh D. Gala (DIN: 00093008) as an Independent Director of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of shares held [1]	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	No. of votes Invalid	
			[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]	
Promoter and Promoter Group	E-Voting	1,78,91,920	17891920	100.0000	17891920	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		17891920	100.0000	17891920	0	100.0000	0.0000	0	
Public Institutions	E-Voting	50,38,427	1834806	36.4162	1834806	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1834806	36.4162	1834806	0	100.0000	0.0000	0	
Public Non Institutions	E-Voting	42,51,892	348504	8.1964	347939	565	99.8379	0.1621	0	
	Poll		0	0.0000	0	0.0000	0	0.0000	0	
	Postal Ballot		618	0.0145	618	0	100	0.0000	10339	
	Total		349122	8.2110	348557	565	99.8382	0.1618	0	
Total		2,71,82,239	20075848	73.8565	20075283	565	99.9972	0.0028	0	

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Shemaroo Entertainment Limited

Resolution Required : (Special)		2 - Re-appointment of Mr. Vasanji A. Mamania (DIN: 00013071) as an Independent Director of the Company							
Whether promoter/ promoter group are interested in the 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	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$	[8]
Promoter and Promoter Group	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17891920	100.0000	17891920	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	5038427	1834806	36.4162	1834806	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1834806	36.4162	1834806	0	100.0000	0.0000	0.0000
Public Non Institutions	E-Voting	4251892	348189	8.1890	347641	548	99.8426	0.1574	0
	Poll		0	0.0000	0	0.0000	0	0.0000	0
	Postal Ballot		618	0.0145	532	86	86.0841	13.9159	0
	Total		348807	8.2036	348173	634	99.8179	0.1821	0
Total		27182239	20075533	73.8553	20074899	634	99.9968	0.0032	0




Shemaroo Entertainment Limited

Resolution Required : (Special)			3 - Re-appointment of Mr. Shashidhar N Sinha (DIN: 00953796) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17891920	100.0000	17891920	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	5038427	1834806	36.4162	1815801	19005	98.9642	1.0358	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1834806	36.4162	1815801	19005	98.9642	1.0358	0
Public Non Institutions	E-Voting	4251892	348189	8.1890	347726	463	99.8670	0.1330	0
	Poll		0	0.0000	0	0.0000	0	0.0000	0
	Postal Ballot		618	0.0145	618	0	100.0000	0.0000	0
	Total		348807	8.2036	348344	463	99.8673	0.1327	0
Total		27182239	20075533	73.8553	20056065	19468	99.9030	0.0970	0

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Shemaroo Entertainment Limited

Resolution Required : (Special)		4 - Re-appointment of Mr. Kirit V Gala (DIN: 01540274) as an Independent Director of the Company							
Whether promoter/ promoter group are interested in the 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17891920	100.0000	17891920	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	5038427	1834806	36.4162	1834806	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1834806	36.4162	1834806	0	100.0000	0.0000	0.0000
Public Non Institutions	E-Voting	4251892	348190	8.1891	347642	548	99.8426	0.1574	0
	Poll		0	0.0000	0	0.0000	0	0.0000	0
	Postal Ballot		618	0.0145	618	0	100.0000	0.0000	10399
	Total		348808	8.2036	348260	548	99.8429	0.1571	0
Total		27182239	20075534	73.8553	20074986	548	99.9973	0.0027	0




CONFIDENTIAL

Date: 29th March, 2019

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 have completed the assignment as the Scrutinizer for the Postal Ballot process under Section 110 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 shall return the postal ballot forms, register and records soon after your declaration of the result and signing of the minutes of the meeting held for declaration of the result of Postal Ballot process.

I request you to preserve the postal ballot forms, register and records as required under Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For **Manish Ghia & Associates**
Company Secretaries



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

Encl: A/a

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 the following matters:

- a. Re-appointment of Mr. Gnanesh D. Gala (DIN: 00093008) as an Independent Director of the Company for another term of 5 years.
 - b. Re-appointment of Mr. VasANJI A. Mamania (DIN: 00013071), aged 81 years as an Independent Director of the Company for another term of 5 years.
 - c. Re-appointment of Mr. Shashidhar N Sinha (DIN: 00953796) as an Independent Director of the Company for another term of 5 years.
 - d. Re-appointment of Mr. Kirit V Gala (DIN: 01540274) as an Independent Director of the Company for another term of 5 years.
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 January, 2019 along with Postal Ballot Form and self-addressed business



reply envelope to its members through permitted mode on Friday, 22nd February, 2019, whose names appeared in the Register of Members/List of Beneficiaries maintained by the Depositories as on the cut-off date being 8th February, 2019.

- 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 Saturday, 23rd February, 2019.
- 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 Wednesday, 27th March, 2019 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 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, 08th February, 2019.
- 1.6 The e-voting period commenced on Monday, 25th February, 2019 at 9:00 a.m. (IST) onwards and ended on Wednesday, 27th March, 2019 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 Wednesday, 27th March, 2019 after 5.00 p.m.
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolutions.
- 1.9 The Company has not received any envelopes containing Postal Ballot form after Wednesday, 27th March, 2019 (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 Re-appointment of Mr. Gnanesh D. Gala (DIN: 00093008) as an Independent Director of the Company for another term of 5 years.								
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	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	E-Voting	5038427	1834806	36.4162	1834806	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (B)	5038427	1834806	36.4162	1834806	0	100.0000	0.0000
Public-Non Institutions	E-Voting	4251892	348504	8.1964	347939	565	99.8379	0.1621
	Ballot forms		618	0.0145	618	0	100.0000	0.0000
	Total (C)	4251892	349122	8.2110	348557	565	99.8382	0.1618
Total (A+B+C)		27182239	20075848	73.8565	20075283	565	99.9972	0.0028
Result: Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30 th January, 2019 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
6	Postal Ballot	Signature mismatch	180
2	Postal Ballot	Vote not casted	85
1	Postal Ballot ¹	Casted vote both by E-voting and Postal Ballot	10074

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



Resolution No. 2

Particulars								
Special Resolution for Re-appointment of Mr. VasANJI A. Mamania (DIN: 00013071), aged 81 years as an Independent Director of the Company for another term of 5 years.								
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	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	E-Voting	5038427	1834806	36.4162	1834806	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (B)	5038427	1834806	36.4162	1834806	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4251892	348189	8.1890	347641	548	99.8426	0.1574
	Ballot forms		618	0.0145	532	86	86.0841	13.9159
	Total (C)	4251892	348807	8.2036	348173	634	99.8182	0.1818
Total (A+B+C)		27182239	20075533	73.8553	20074899	634	99.9968	0.0032
Result: Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30th January, 2019 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
6	Postal Ballot	Signature mismatch	180
2	Postal Ballot	Vote not casted	85
1	Postal Ballot ²	Casted vote both by E-voting and Postal Ballot	10074

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



Resolution No. 3

Particulars								
Special Resolution for Re-appointment of Mr. Shashidhar N Sinha (DIN: 00953796) as an Independent Director of the Company for another term of 5 years.								
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	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	E-Voting	5038427	1834806	36.4162	1815801	19005	98.9642	1.0358
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (B)	5038427	1834806	36.4162	1815801	19005	98.9642	1.0358
Public- Non Institutions	E-Voting	4251892	348189	8.1890	347726	463	99.8670	0.1330
	Ballot forms		618	0.0145	618	0	100.0000	0.0000
	Total (C)	4251892	348807	8.2036	348344	463	99.8673	0.1327
Total (A+B+C)		27182239	20075533	73.8553	20056065	19468	99.9030	0.0970
Result: Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30 th January, 2019 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
6	Postal Ballot	Signature mismatch	180
2	Postal Ballot	Vote not casted	85
1	Postal Ballot ³	Casted vote both by E-voting and Postal Ballot	10074

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



Resolution No. 4

Particulars								
Special Resolution for Re-appointment of Mr. Kirit V Gala (DIN: 01540274) as an Independent Director of the Company for another term of 5 years.								
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	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	E-Voting	5038427	1834806	36.4162	1834806	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (B)	5038427	1834806	36.4162	1834806	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4251892	348190	8.1891	347642	548	99.8426	0.1574
	Ballot forms		618	0.0145	618	0	100.0000	0.0000
	Total (C)	4251892	348808	8.2036	348260	548	99.8429	0.1571
Total (A+B+C)		27182239	20075534	73.8553	20074986	548	99.9973	0.0027
Result: Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30th January, 2019 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
6	Postal Ballot	Signature mismatch	180
2	Postal Ballot	Vote not casted	85
1	Postal Ballot ⁴	Casted vote both by E-voting and Postal Ballot	10074



⁴ 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

CS Manish L. Ghia
Partner

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

Place: Mumbai
Date: 29th March, 2019

Countersigned by
For Shemaroo Entertainment Limited

Company Secretary

Chairman / Authorized Person
Shemaroo Entertainment Limited

Place: MUMBAI
Date: 29/03/2019