



March 28, 2023

**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 Businesses forming part of the Postal Ballot Notice dated February 22, 2023 of the Company.

Further, we are pleased to inform you that the Businesses forming part of the aforesaid notice have been passed with overwhelming majority.

This is for your information and record.

Thanking you,

Yours faithfully,

For Shemaroo Entertainment Limited

.....
Hetal Vichhi
Company Secretary & Compliance Officer
Membership No.: A42806

Encl.: As above

Resolution Details(1)

Resolution Required					Appointment of Mr. Sunil Kumar Bansal, (DIN 00713868) 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	% 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	49857	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		49857	0	0	0	0	0
Public Non-Institutions	E-voting	9225462	272416	2.952871087	271298	1118	99.58959826	0.410401739
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		9225462	272416	2.952871087	271298	1118	99.58959826
Total		27182239	18179336	66.87946493	18178218	1118	99.99385016	0.00614984

CONFIDENTIAL

Date: 28th March, 2023

To
The Chairperson/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 (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 further report that the electronic data and all other relevant records relating to the Remote E-Voting during the Postal Ballot process, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot 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 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH007100)

Mannish L. Ghia

CS Mannish L. Ghia
Partner
M. No. FCS 6252; C. P. No.3531
PR 822/2020



Encl: A/a

SCRUTINIZER REPORT

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

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

Dear Sir,

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

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 postal ballot ("remote e-voting") in terms of the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 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 in the Postal Ballot Notice dated 22nd February, 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. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 10/2021 dated 23rd June, 2021, Circular No. 20/2021 dated 08th December, 2021, Circular No. 03/2022 dated 05th May, 2022 and Circular No. 11/2022 dated December 28, 2022 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars").

1. The Postal Ballot conducted through remote e-voting 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 stated in the Notice.

1.2 The Company had availed the e-voting platform/facility offered by National Securities Depository Limited (NSDL) for conducting Postal Ballot process through remote e-voting.



- 1.3 The Company on Wednesday, 22nd February, 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, 17th February, 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 remote e-voting facility and other mandated particulars in English Newspaper "Financial Express" and Marathi Newspaper "Mumbai Lakshadeep" on Friday, 24th February, 2023.
- 1.5 The remote e-voting period commenced on Sunday, 26th February, 2023, 9:00 a.m. (IST) onwards and ended on Monday, 27th March, 2023 at 5.00 p.m. (IST).
- 1.6 Votes cast through remote e-voting till 5.00 p.m. on Monday, 27th March, 2023, being the last date and time fixed by the Company for voting, are considered for my scrutiny.
- 1.7 The e-voting module was disabled by NSDL on Monday, 27th March, 2023 after 5.00 p.m. and as required under the rules the votes cast under the remote e-voting facility during the Postal Ballot period, were unblocked in the presence of Ms. Avni Gaglani and Ms. Pallavi Gupta who are not in employment with the Company; thereafter the data of remote 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., Friday, 17th February, 2023.
- 1.8 The remote e-voting data was scrutinized for verification of votes cast in favor and against the resolution.

2. The summary of the voting through remote e-voting is as follows:

Resolution No.1: Special Resolution

Appointment of Mr. Sunil Kumar Bansal, (DIN 00713868) as an Independent Director of the Company.



(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
97	18178218	99.9939

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	1118	0.0061

(iii) Invalid votes:

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

Result: We report that the number of votes cast in favour of the aforesaid resolution exceeds the number of votes cast against it. Accordingly, the special resolution as contained in the Notice of Postal Ballot dated 22nd February, 2023 may be considered as passed with overwhelming majority.

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

For Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH007100)



Mannish L. Ghia

CS Mannish L. Ghia
Partner

M. No. FCS 6252 C. P. No. 3531
PR 822/2020

Place: Mumbai
Date: March 28, 2023
UDIN: F006252D003333587

Countersigned by

Chairperson / Authorized Person
Shemaroo Entertainment Limited

Place: Mumbai
Date: March 28, 2023