

10TH ANNUAL GENERAL MEETING OF SHEMAROO ENTERTAINMENT LIMITED

DETAILS OF E-VOTING/POLL RESULTS

Date of the AGM	Monday, September 21, 2015
Total Number of Shareholders on record date (i.e. September 14, 2015 – cut-off of date for e-voting)	8293
No. of shareholders present in the meeting either in person or through proxy :	
- Promoter and Promoter Group	5
- Public	45
No. of shareholders present in the meeting through Video Conferencing:	
- Promoter and Promoter Group	-
- Public	-




AGENDA WISE VOTING DETAILS OF THE 10TH ANNUAL GENERAL MEETING HELD ON SEPTEMBER 21, 2015

Item No. 1 To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Directors and the Auditors' Report thereon.

Resolution Required: Ordinary

Mode of Voting: Remote e-voting and Poll

Promoter /Public	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17891920	16069080	89.8119	16069080	0	100.0000	0.0000
Public Institutional Holders	3127058	388191	12.4139	388191	0	100.0000	0.0000
Public-Others	6163261	782099	12.6897	782018	81	99.9896	0.0104
Total	27182239	17239370	63.4214	17239289	81	99.9995	0.0005

Item No. 2 : Declaration of final dividend

Resolution Required: Ordinary

Mode of Voting: Remote e-voting and Poll

Promoter /Public	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17891920	16069080	89.8119	16069080	0	100.0000	0.0000
Public Institutional Holders	3127058	728446	23.2949	728446	0	100.0000	0.0000
Public-Others	6163261	782016	12.6833	781927	89	99.9886	0.0114
Total	27182239	17579542	64.6729	17579453	89	99.9995	0.0005



[Handwritten signature]

Item No. 3 : Re-appointment of Mr. Atul Maru (DIN: 00169264), who retires by rotation.

Resolution Required: Ordinary

Mode of Voting: Remote e-voting and Poll

Promoter /Public	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]* 100	% of Votes Against on Votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	17891920	16069080	89.8119	16069080	0	100.0000	0.0000
Public Institutional Holders	3127058	728446	23.2949	728446	0	100.0000	0.0000
Public-Others	6163261	782016	12.6883	781633	383	99.9510	0.0490
Total	27182239	17579542	64.6729	17579159	383	99.9978	0.0022

Item No. 4 : Ratification of the appointment of Statutory Auditors.

Resolution Required: Ordinary

Mode of Voting: Remote e-voting and Poll

Promoter /Public	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]* 100	% of Votes Against on Votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	17891920	16069080	89.8119	16069080	0	100.0000	0.0000
Public Institutional Holders	3127058	728446	23.2949	728446	0	100.0000	0.0000
Public-Others	6163261	781984	12.6878	781933	51	99.9935	0.0065
Total	27182239	17579510	64.6728	17579459	51	99.9997	0.0003



(Handwritten signature)

Item No. 5 : Appointment of CA Recta Shah (DIN: 07141304) as Independent Director.

Resolution Required: Ordinary

Mode of Voting: Remote e-voting and Poll

Promoter /Public	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17891920	16069080	89.8119	16069080	0	100.0000	0.0000
Public Institutional Holders	3127058	728446	23.2949	728446	0	100.0000	0.0000
Public-Others	6163261	782101	12.6897	782050	51	99.9935	0.0065
Total	27182239	17579627	64.6732	17579576	51	99.9997	0.0003

Item No. 6 : Re-appointment of Mr. Raman Maroo (DIN: 00169152) as Managing Director.

Resolution Required: Ordinary

Mode of Voting: Remote e-voting and Poll

Promoter /Public	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17891920	16069080	89.8119	16069080	0	100.0000	0.0000
Public Institutional Holders	3127058	728446	23.2949	728446	0	100.0000	0.0000
Public-Others	6163261	781911	12.6866	541775	240136	69.2886	30.7114
Total	27182239	17579437	64.6725	17339301	240136	98.6340	1.3660



Item No. 7 : Re-appointment of Mr. Atul Maru (DIN: 00169264) as Joint Managing Director.

Resolution Required: Ordinary

Mode of Voting: Remote e-voting and Poll

Promoter /Public	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17891920	16069080	89.8119	16069080	0	100.0000	0.0000
Public Institutional Holders	3127058	728446	23.2949	728446	0	100.0000	0.0000
Public-Others	6163261	782016	12.6883	541878	240138	69.2924	30.7076
Total	27182239	17579542	64.6729	17339404	240138	98.6340	1.3660

Item No. 8 : Re-appointment of Mr. Hiren Gada (DIN: 01108194) as Whole Time Director & CFO.

Resolution Required: Ordinary

Mode of Voting: Remote e-voting and Poll

Promoter /Public	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17891920	16069080	89.8119	16069080	0	100.0000	0.0000
Public Institutional Holders	3127058	728446	23.2949	728446	0	100.0000	0.0000
Public-Others	6163261	781913	12.6867	541860	240053	69.2993	30.7007
Total	27182239	17579439	64.6725	17339386	240053	98.6345	1.3655



Item No. 9 : Payment of Remuneration by way of Commission to Non-Executive Directors.
Resolution Required: Ordinary

Mode of Voting: Remote e-voting and Poll

Promoter /Public	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17891920	16069080	89.8119	16069080	0	100.0000	0.0000
Public Institutional Holders	3127058	728446	23.2949	728446	0	100.0000	0.0000
Public-Others	6163261	782014	12.6833	781961	53	99.9932	0.0068
Total	27182239	17579540	64.6729	17579487	53	99.9997	0.0003



CONSOLIDATED REPORT OF THE SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]*

To,
Mr. Buddhichand Maroo
Chairman
Shemaroo Entertainment Limited
Shemaroo House,
Plot No. 18, Marol Co-Op. Indl. Estate,
Off Andheri-Kurla Road,
Andheri (East), Mumbai -400 059

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on Voting by Ballot Paper at 10th Annual General Meeting (AGM) of the Members of Shemaroo Entertainment Limited (the Company) held on 21st September, 2015.

1. 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 for the purpose of Scrutinizing the Remote E-Voting process, voting through ballot forms sent along with Notice of AGM and conducting poll through polling paper at the AGM, in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the relevant provisions of Clause 35B of the Listing Agreement, in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 9 as set out in the Notice of aforesaid AGM of the members of the Company dated 30th July, 2015.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and other modes of voting including by way of polling at the 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 (including voting through ballot form sent along with Notice of AGM) 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,

Page 1 of 8



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 30th July, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier and also e-mailed on 26th August, 2015, respectively; (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 & 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, 14th August, 2015.
 - (b) In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Friday, 18th September, 2015 (09:00 am) to Sunday, 20th September, 2015 (05:00 p.m.).
4. The voting rights of members was considered in proportion to the shares held by the members in the paid up equity share capital of the Company as on the Cut-Off date i.e. Monday, 14th September, 2015.
5. As required under the said rules, after the closure of the physical voting by Ballot Forms at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under Remote E-Voting facility were unblocked in the presence of CS K Venkataraman and CS V Shankar, who are not in employment with the Company.



6. Summary of the Remote E-voting and poll at the AGM is as follows:

Resolution No. 1

Particulars	Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2015 and the Reports of the Directors and the Auditors' thereon.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total	Valid	Total	Valid	In favour	Against
Remote E-voting	35	35	1,72,38,857	1,72,38,857	1,72,38,827	30
Polling at the AGM	25	21	519	513	462	51
Total	60	56	1,72,39,376	1,72,39,370 (100.00%)	1,72,39,289 (99.99%)	81 (0.01%)
Result: The said resolution may be considered as passed with requisite majority.						

Resolution No. 2

Particulars	Ordinary Resolution: For Declaration of Dividend for the financial year ended March 31, 2015.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	40	40	1,75,79,112	1,75,79,112	1,75,79,027	85
Polling at the AGM	25	21	436	430	426	4
Total	65	61	1,75,79,548	1,75,79,542 (100.00%)	1,75,79,453 (99.99)	89 (0.01%)
Result: The said resolution may be considered as passed with requisite majority.						



Resolution No. 3

Particulars	Ordinary Resolution: For re-appointment of Mr. Atul Maru (DIN: 00169264), who retires by rotation.					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	40	40	1,75,79,112	1,75,79,112	1,75,78,782	330
Polling at the AGM	25	21	436	430	377	53
Total	65	61	1,75,79,548	1,75,79,542 (100.00%)	1,75,79,159 (99.99%)	383 (0.01%)

Result: The said resolution may be considered as passed with requisite majority.

Resolution No. 4

Particulars	Ordinary Resolution: To ratify appointment of M/s. M. K. Dandekar & Co., Chartered Accountants, (Firm Registration No. 000679S) as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration.					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	39	39	1,75,79,082	1,75,79,082	1,75,79,082	0
Polling at the AGM	24	20	434	428	377	51
Total	63	59	1,75,79,516	1,75,79,510 (100.00%)	1,75,79,459 (99.99%)	51 (0.01%)

Result: The said resolution may be considered as passed with requisite majority.



Resolution No. 5

Particulars	Ordinary Resolution: For appointment of CA Reeta Shah (DIN: 07141304) as an Independent Director of the Company for a term of 5 (five) years w.e.f. March 28, 2015.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	40	40	1,75,79,112	1,75,79,112	1,75,79,112	0
Polling at the AGM	26	22	521	515	464	51
Total	66	62	1,75,79,633	1,75,79,627 (100.00%)	1,75,79,576 (99.99%)	51 (0.01%)
Result: The said resolution may be considered as passed with requisite majority.						

Resolution No. 6

Particulars	Ordinary Resolution: To re-appointment of Mr. Raman Maroo (DIN: 00169152) as Managing Director of the Company for a period of 5 (five) years w.e.f. January 01, 2016.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	39	39	1,75,79,009	1,75,79,009	1,73,38,924	2,40,085
Polling at the AGM	24	20	434	428	377	51
Total	63	59	1,75,79,443	1,75,79,437 (100.00%)	1,73,39,301 (98.63%)	2,40,136 (1.37%)
Result: The said resolution may be considered as passed with requisite majority.						



Resolution No. 7

Particulars	Ordinary Resolution: To re-appointment of Mr. Atul Maru (DIN: 00169264) as Joint Managing Director of the Company for a period of 5 (five) years w.e.f. January 01, 2016.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	40	40	1,75,79,112	1,75,79,112	1,73,39,027	2,40,085
Polling at the AGM	25	21	436	430	377	53
Total	65	61	1,75,79,548	1,75,79,542 (100.00%)	1,73,39,404 (98.63%)	2,40,138 (1.37)
Result: The said resolution may be considered as passed with requisite majority.						

Resolution No. 8

Particulars	Ordinary Resolution: To re-appointment of Mr. Hiren Gada (DIN: 01108194) as Whole-Time Director & CFO of the Company for a period of 5 (five) years w.e.f. January 01, 2016.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	39	39	1,75,79,009	1,75,79,009	1,73,39,009	2,40,000
Polling at the AGM	25	21	436	430	377	53
Total	64	60	1,75,79,445	1,75,79,439 (100.00%)	1,73,39,386 (98.63%)	2,40,053 (1.37%)
Result: The said resolution may be considered as passed with requisite majority.						



Resolution No. 9

Particulars	Ordinary Resolution: For payment of remuneration by way of commission to Non-Executive Directors.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	40	40	1,75,79,112	1,75,79,112	1,75,79,112	0
Polling at the AGM	24	20	434	428	375	53
Total	64	60	1,75,79,546	1,75,79,540 (100.00%)	1,75,79,487 (99.99%)	53 (0.01%)
Result: The said resolution may be considered as passed with requisite majority.						

I further report that:

- a. The Company received a Ballot Form sent along with the Notice, after the same having been filled by a member and duly signed by him, by post and the same has not been considered in the counting for physical poll since the concerned member had also participated through Remote E Voting facility.
- b. I have received all the documents as mentioned in Sections 105, 112 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 Ballot Box used at the venue of the AGM, duly sealed ;



- c. The Register/s, all other papers and relevant records relating to 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 Company Secretary of the Company for safe keeping.

For Manish Ghia & Associates
Company Secretaries



Manish Ghia

CS Manish L. Ghia
Partner

Place: Mumbai

Date: 24th September, 2015

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

Countersigned by:

B.H. Maroo

Buddhichand Maroo

Chairman

Shemaroo Entertainment Limited