

Ref No.: SEL/Reg.44-LODR / December-2016/ 01

December 23, 2016

**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**
PhirozeJeejeebhoy 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 October 25, 2016 of the Company.

Further, we are pleased to inform you that all 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: A/a

SHEMAROO ENTERTAINMENT LIMITED

Date of declaration of Result of Postal Ballot and e-voting: 23rd December, 2016

Total number of shareholders on record date (04/11/2016): 7894

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group:

Public:

No. of shareholders attended the meeting through video conferencing: Not Applicable

Promoters and Promoter Group:

Public:

| Resolution required: (Ordinary/Special) | | | Special Resolution for amending Clause IV of the Memorandum of Association of the Company | | | | | |
|---|----------------|--------------------|---|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in 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 |
| Promoter and Promoter Group | E-Voting | 17,891,920 | 17,891,920 | 100.00 | 17,891,920 | 0 | 100.00 | 0.00 |
| | Poll (N.A.) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 17,891,920 | 17,891,920 | 100.00 | 17,891,920 | 0 | 100.00 |
| Public- Institutions | E-Voting | 4,249,004 | 1,216,913 | 28.64 | 1,216,913 | 0 | 100.00 | 0.00 |
| | Poll (N.A.) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 4,249,004 | 1,216,913 | 0.00 | 1,216,913 | 0 | 100.00 |
| Public- Non Institutions | E-Voting | 5,041,315 | 523,953 | 10.39 | 523,331 | 622 | 99.88 | 0.12 |
| | Poll (N.A.) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 2,226 | 0.04 | 2,226 | 0 | 100.00 | 0.00 |
| | Total | | 5,041,315 | 526,179 | 10.44 | 525,557 | 622 | 99.88 |
| Total | | 27,182,239 | 19,635,012 | 72.23 | 19,634,390 | 622 | 99.997 | 0.003 |

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SHEMAROO ENTERTAINMENT LIMITED

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 No. of shareholders present in the meeting either in person or through proxy: Not Applicable
 Promoters and Promoter Group:
 Public:
 No. of shareholders attended the meeting through video conferencing: Not Applicable
 Promoters and Promoter Group:
 Public:

| Resolution required: (Ordinary/Special) | | | Special Resolution for amending Objects Clause of the Memorandum of Association of the Company | | | | | |
|---|----------------|--------------------|--|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in 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 |
| Promoter and Promoter Group | E-Voting | 17,891,920 | 17,891,920 | 100.00 | 17,891,920 | 0 | 100.00 | 0.00 |
| | Poll (N.A.) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 17,891,920 | 17,891,920 | 100.00 | 17,891,920 | 0 | 100.00 |
| Public- Institutions | E-Voting | 4,249,004 | 1,216,913 | 28.64 | 1,216,913 | 0 | 100.00 | 0.00 |
| | Poll (N.A.) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 4,249,004 | 1,216,913 | 28.64 | 1,216,913 | 0 | 100.00 |
| Public- Non Institutions | E-Voting | 5,041,315 | 523,853 | 10.39 | 523,246 | 607 | 99.88 | 0.12 |
| | Poll (N.A.) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 2,226 | 0.04 | 2,226 | 0 | 100.00 | 0.00 |
| | Total | | 5,041,315 | 526,079 | 10.44 | 525,472 | 607 | 99.88 |
| Total | | 27,182,239 | 19,634,912 | 72.23 | 19,634,305 | 607 | 99.997 | 0.003 |

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SCRUTINIZER'S REPORT

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

To

Mr. Buddhichand Maroo

Chairman

Shemaroo Entertainment Limited

Shemaroo House, Plot No. 18,

Marol Co-op. Ind. Estate,

Off Andheri Kurla Road,

Andheri (East), Mumbai-400059

Respected Sir,

Sub: Scrutinizer's Report for passing of resolution through Postal Ballot Process and Remote E - Voting

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 at its meeting held on 25th October, 2016 for conducting the voting by Postal Ballot process seeking approval of members for following matters:
 - a. Amendments to Objects Clause of the Memorandum of Association of the Company
 - b. Amendment to Clause IV of the Memorandum of Association of the Company
2. The Postal Ballot 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 25th October, 2016 along with Postal Ballot Form and self-addressed postage prepaid envelope through e-mail whose email id is registered with the Registrar & Share transfer Agent/ Depositories and dispatched through Courier on Monday, 21st November, 2016 to its members, whose names appeared in the Register of Members/List of Beneficiaries as on the cut-off date (Record date) being on Friday, 4th November, 2016.
 - 1.2 As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Postal Ballot Notice and providing



E - voting facility in English Newspaper "The Financial Express" and in Marathi newspaper "Mumbai Lakshadweep" on Wednesday, 23rd November, 2016.

- 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 the close of working hours of 22nd December, 2016, being the last date and time fixed by the Company for receipt of the forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened on 22nd December, 2016 after 05.00 P.M. in my presence and scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on Friday, 4th November, 2016.
- 1.6 The e-voting period commenced on Wednesday, 23rd November, 2016 (09.00 A.M. IST) and ended on Thursday, 22nd December, 2016 (05.00 P.M. IST) through National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facility for Postal Ballot Process.
- 1.7 The data for e-voting was downloaded after the e-voting module was disabled by NSDL on Thursday, 22nd December, 2016 (05.00 P.M. IST).
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
- 1.9 The Company has not received any envelopes containing Postal Ballot form after Thursday, 22nd December, 2016 (05.00 P.M. IST).
- 1.10 44 Envelopes were returned undelivered containing Postal Ballot form for Notice dated 25th October, 2016.



3. The summary of the voting through Postal Ballot Forms received and electronic means is as follows:

Resolution No.1

| Special Resolution for Amending Objects Clause of the Memorandum of Association of the Company. | | | | | | | | |
|---|------------------|--------------------|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Particulars | | | | | | | | |
| 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 |
| Promoter and Promoter Group | E-Voting | 17891920 | 17891920 | 100.00 | 17891920 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total (A) | 17891920 | 17891920 | 100.00 | 17891920 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-Voting | 4249004 | 1216913 | 28.64 | 1216913 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total (B) | 4249004 | 1216913 | 28.64 | 1216913 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | 5041315 | 523853 | 10.39 | 523246 | 607 | 99.88 | 0.12 |
| | Postal Ballot | | 2226 | 0.04 | 2226 | 0 | 100.00 | 0.00 |
| | Total (C) | 5041315 | 526079 | 10.44 | 525472 | 607 | 99.88 | 0.12 |
| Total (A+B+C) | | 27182239 | 19634912 | 72.23 | 19634305 | 607 | 99.997 | 0.003 |
| Result: May be considered passed with requisite majority | | | | | | | | |



Resolution No.2

| Particulars | | Special Resolution for amending Clause IV of the Memorandum of Association of the Company. | | | | | | |
|--|------------------|--|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| 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 |
| Promoter and Promoter Group | E-Voting | 17891920 | 17891920 | 100.00 | 17891920 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total (A) | 17891920 | 17891920 | 100.00 | 17891920 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-Voting | 4249004 | 1216913 | 28.64 | 1216913 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total (B) | 4249004 | 1216913 | 28.64 | 1216913 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | 5041315 | 523953 | 10.39 | 523331 | 622 | 99.88 | 0.12 |
| | Postal Ballot | | 2226 | 0.04 | 2226 | 0 | 100.00 | 0.00 |
| | Total (C) | 5041315 | 526179 | 10.44 | 525557 | 622 | 99.88 | 0.12 |
| Total (A+B+C) | | 27182239 | 19635012 | 72.23 | 19634390 | 622 | 99.997 | 0.003 |
| Result: May be considered passed with requisite majority | | | | | | | | |



You may accordingly declare the result of the voting by Postal Ballot and Remote E-Voting.

Thanking You

For Manish Ghia & Associates
Company Secretaries



A handwritten signature in blue ink, appearing to read "m.ghia".

CS Manish L. Ghia
Partner

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

Place: Mumbai

Date: 23rd December, 2016

Countersigned by

A handwritten signature in blue ink, appearing to read "Dinesh".
A circular purple stamp with the text "SHEMAROO ENTERTAINMENT LTD." around the top edge, "MUMBAI" in the center, and "SHEMAROO ENTERTAINMENT LTD." around the bottom edge. There are small stars on either side of the word "MUMBAI".

Chairman/ Authorized Person
Shemaroo Entertainment Limited

Place: MUMBAI

Date: 23/12/2016