



Ref No.: SEL / Reg. 44- LODR / Sept-2017 / 01

September 29, 2017

**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: Disclosure of Voting Results of the 12th Annual General Meeting - Regulation 44(3) of the SEBI (LODR), Regulations, 2015

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the combined voting results (Remote E-voting and Poll) of the businesses transacted at the AGM of the Company is enclosed along with the Scrutinizer's Report.

This is for your information and record.

Thanking you,

Yours faithfully,

For Shemaroo Entertainment Limited




.....
Dipesh U. Gosar
Company Secretary & Compliance Officer
ICSI Membership No.: A23755

Encl: A/a

SHEMAROO ENTERTAINMENT LIMITED
VOTING RESULTS OF 12TH ANNUAL GENERAL MEETING

Date of AGM:	September 27, 2017
Total number of shareholders on record date:	7419
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoters Group	7
Public	32
No. of shareholders attended the meeting through video conferencing:	
Promoters and Promoters Group	Not Applicable
Public	

Resolution Required : (Ordinary)				1 - To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2017 and the Reports of the Directors and the Auditors thereon.				
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
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17891920	100.0000	17891920	0	100.0000	0.0000
Public Institutions	E-Voting	4960778	1717294	34.6174	1717294	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1717294	34.6174	1717294	0	100.0000	0.0000
Public Non Institutions	E-Voting	4329541	382459	8.8337	382434	25	99.9935	0.0065
	Poll		195449	4.5143	195449	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		577908	13.3480	577883	25	99.9957	0.0043
Total		27182239	20187122	74.2659	20187097	25	99.9999	0.0001





Resolution Required : (Ordinary)				2 - To declare dividend on equity shares for the financial year ended March 31, 2017.				
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17891920	100.0000	17891920	0	100.0000	0.0000
Public Institutions	E-Voting	4960778	1717294	34.6174	1717294	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1717294	34.6174	1717294	0	100.0000	0.0000
Public Non Institutions	E-Voting	4329541	382459	8.8337	382434	25	99.9935	0.0065
	Poll		195449	4.5143	195449	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		577908	13.3480	577883	25	99.9957	0.0043
Total		27182239	20187122	74.2659	20187097	25	99.9999	0.0001

Dug


Resolution Required : (Ordinary)				3 - To appoint a Director in place of Mr. Jai Maroo (DIN: 00169399), who retires by rotation and being eligible, offers himself for re-appointment.				
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17891920	100.0000	17891920	0	100.0000	0.0000
Public Institutions	E-Voting	4960778	1717294	34.6174	1717294	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1717294	34.6174	1717294	0	100.0000	0.0000
Public Non Institutions	E-Voting	4329541	382459	8.8337	382434	25	99.9935	0.0065
	Poll		195449	4.5143	195449	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		577908	13.3480	577883	25	99.9957	0.0043
Total		27182239	20187122	74.2659	20187097	25	99.9999	0.0001

Dug



Resolution Required : (Ordinary)				4 - To ratify appointment of M/s. M.K.Dandeker & Co., Chartered Accountants, (Firm Registration No. 000679S) as Statutory Auditors of the Company for the year				
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
		[1]	[2]	[3]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17891920	100.0000	17891920	0	100.0000	0.0000
Public Institutions	E-Voting	4960778	1717294	34.6174	1717294	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1717294	34.6174	1717294	0	100.0000	0.0000
Public Non Institutions	E-Voting	4329541	382459	8.8337	382434	25	99.9935	0.0065
	Poll		195449	4.5143	195449	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		577908	13.3480	577883	25	99.9957	0.0043
Total		27182239	20187122	74.2659	20187097	25	99.9999	0.0001

Dug




To
The Chairman
Shemaroo Entertainment Limited
Shemaroo House, Plot No. 18,
Marol Co-op Indl. Estate,
Off Andheri Kurla Road, Andheri (E),
Mumbai -400059

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through E-Voting Process and Voting by Ballot at 12th Annual General Meeting (AGM) of the Members of Shemaroo Entertainment Limited (the Company) held on Wednesday, 27th September, 2017.

1. We, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
 - a) Conducting Poll through ballot forms under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
 - b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) Scrutinizing the votes cast through ballot forms (at the AGM) for those shareholders, who do not have access to e-voting facility;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 4 as set out in the Notice of 12th Annual General Meeting (AGM) of the members of the Company dated 9th May, 2017.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting by ballot forms at AGM on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process 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, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide 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 9th May, 2017 along with Statement setting out material facts under Section 102 of the Act was dispatched to the shareholders by courier at their registered addresses on Saturday, 2nd September, 2017 and by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Thursday, 31st August, 2017.
 - 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 and 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, 4th August, 2017.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "The Financial Express" and Marathi newspaper "Mumbai Lakshadeep" on Monday, 4th September, 2017.
5. In terms of the aforesaid Notice, voting period was kept open for 3 (Three) days from Sunday, 24th September, 2017 (9.00 a.m.) till Tuesday, 26th September, 2017 (5.00 p.m.).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 20th September, 2017.
7. As required under the said rules, after the closure of physical voting by ballot forms at the AGM, the votes cast through ballot were counted; thereafter the votes cast under the e-voting facility were unblocked in the presence of CS Rasika Mendhekar and CS Bhavya Gala who are not in employment with the Company.
8. The ballot forms which were incomplete and/or found defective have been treated as invalid and kept separately.



Summary of the e-voting and poll at the AGM is as follows:

A. ORDINARY BUSINESS

Resolution No.1

Ordinary Resolution for adoption of the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the financial year ended 31 st March, 2017, together with the Reports of the Board of Directors and Auditors thereon								
Particulars								
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	100.00	17891920	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	17891920	17891920	100.00	17891920	0	100.00	0.00
Public-Institutions	E-Voting	4960778	1717294	34.62	1717294	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	4960778	1717294	34.62	1717294	0	100.00	0.00
Public-Non Institutions	E-Voting	4329541	382459	8.83	382434	25	99.99	0.01
	Poll		195449	4.51	195449	0	100.00	0.00
	Total (C)	4329541	577908	13.35	577883	25	100.00	0.00*
Total (A+B+C)		27182239	20187122	74.27	20187097	25	100.00	0.00*
Result: May be considered as passed with requisite majority								

* The percentage of votes is negligible



Resolution No.2

Particulars								
Ordinary Resolution for declaration of dividend on equity shares for the financial year ended 31 st March, 2017.								
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	100.00	17891920	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	17891920	17891920	100.00	17891920	0	100.00	0.00
Public-Institutions	E-Voting	4960778	1717294	34.62	1717294	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	4960778	1717294	34.62	1717294	0	100.00	0.00
Public-Non Institutions	E-Voting	4329541	382459	8.83	382434	25	99.99	0.01
	Poll		195449	4.51	195449	0	100.00	0.00
	Total (C)	4329541	577908	13.35	577883	25	100.00	0.00*
Total (A+B+C)		27182239	20187122	74.27	20187097	25	100.00	0.00*
Result: May be considered as passed with requisite majority								

* The percentage of votes is negligible



Resolution No.3

Particulars								
Ordinary Resolution for appointment of Mr. Jai Maroo (DIN: 00169399), who retires by rotation and being eligible, offers himself for re-appointment.								
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	100.00	17891920	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	17891920	17891920	100.00	17891920	0	100.00	0.00
Public-Institutions	E-Voting	4960778	1717294	34.62	1717294	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	4960778	1717294	34.62	1717294	0	100.00	0.00
Public-Non Institutions	E-Voting	4329541	382459	8.83	382434	25	99.99	0.01
	Poll		195449	4.51	195449	0	100.00	0.00
	Total (C)	4329541	577908	13.35	577883	25	100.00	0.00*
Total (A+B+C)		27182239	20187122	74.27	20187097	25	100.00	0.00*
Result: May be considered as passed with requisite majority								

* The percentage of votes is negligible



Resolution No.4

Particulars								
Ordinary Resolution for ratification of appointment of M/s. M.K.Dandeker & Co., Chartered Accountants, (Firm Registration No. 000679S) as Statutory Auditors of the Company for the year 2017-18 and to authorize the Board of Directors of the Company to fix their remuneration.								
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	100.00	17891920	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	17891920	17891920	100.00	17891920	0	100.00	0.00
Public-Institutions	E-Voting	4960778	1717294	34.62	1717294	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	4960778	1717294	34.62	1717294	0	100.00	0.00
Public-Non Institutions	E-Voting	4329541	382459	8.83	382434	25	99.99	0.01
	Poll		195449	4.51	195449	0	100.00	0.00
	Total (C)	4329541	577908	13.35	577883	25	100.00	0.00*
Total (A+B+C)		27182239	20187122	74.27	20187097	25	100.00	0.00*
Result: May be considered as passed with requisite majority								

* The percentage of votes is negligible



We further report that:

- a. we have received all the documents as mentioned in Sections 105 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 Poll Box used at the venue of the AGM, duly sealed; and
- b. the Register/s, all other papers and relevant records relating to the E-Voting and Poll at the AGM, shall remain in our 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 Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

For Manish Ghia & Associates
Company Secretaries



m.l.ghia

CS Manish L. Ghia
Partner

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

Place: Mumbai

Date: 29th September, 2017

Countersigned and received the report:

H. Ghada



Chairman/ Authorized Signatory
Shemaroo Entertainment Limited

Place: MUMBAI

Date: 29.09.2017