



Ref No.: SEL / Reg. 44- LODR / Sept-2018 / 01

September 12, 2018

**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 13th 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

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

To
The Chairman
Shemaroo Entertainment Limited
Shemaroo House, Plot No. 18,
Marol Co-op Ind. 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 13th Annual General Meeting (AGM) of the Members of Shemaroo Entertainment Limited ('the Company') held on Tuesday, 11th September, 2018.

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 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time;
 - b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of 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 5 as set out in the Notice of 13th Annual General Meeting (AGM) of the members of the Company dated 15th May, 2018.

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 15th May, 2018 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 Monday, 13th August, 2018 and by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Tuesday, 7th August, 2018.
 - 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, 27th July, 2018.
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 Tuesday, 14th August, 2018.
5. In terms of the aforesaid Notice, voting period was kept open for 3 (three) days from Saturday, 8th September, 2018 (9.00 a.m. IST) till Monday, 10th September, 2018 (5.00 p.m. IST).
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. Tuesday, 4th September, 2018.
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 Nikita Somaiya and Ms. Rutika Nandwana 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

Particulars								
Ordinary Resolution for adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2018, together with the Reports of the Directors and Auditors thereon.								
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	17345080	96.9436	17345080	0	100.0000	0.0000
	Poll		546840	3.0564	546840	0	100.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	E-Voting	4558008	1453621	31.8916	1453621	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	4558008	1453621	31.8916	1453621	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4732311	350583	7.4083	350555	28	99.9920	0.0080
	Poll		225	0.0048	225	0	100.0000	0.0000
	Total (C)	4732311	350808	7.4130	350780	28	99.9920	0.0080
Total (A+B+C)		27182239	19696349	72.4604	19696321	28	99.9999	0.0001
Result: May be considered as passed with requisite majority.								



Resolution No.2

Particulars								
Ordinary Resolution for declaration of dividend on equity shares for the financial year ended 31 st March, 2018.								
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	17345080	96.9436	17345080	0	100.0000	0.0000
	Poll		546840	3.0564	546840	0	100.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	E-Voting	4558008	1455586	31.9347	1455586	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	4558008	1455586	31.9347	1455586	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4732311	350583	7.4083	350555	28	99.9920	0.0080
	Poll		225	0.0048	225	0	100.0000	0.0000
	Total (C)	4732311	350808	7.4130	350780	28	99.9920	0.0080
Total (A+B+C)		27182239	19698314	72.4676	19698286	28	99.9999	0.0001
Result: May be considered as passed with requisite majority.								



Resolution No.3

Particulars								
Ordinary Resolution for appointment of Director in place of Mr. Buddhichand Maroo (DIN: 00169319), 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	17345080	96.9436	17345080	0	100.0000	0.0000
	Poll		546840	3.0564	546840	0	100.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	E-Voting	4558008	1455586	31.9347	1455586	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	4558008	1455586	31.9347	1455586	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4732311	350583	7.4083	350555	28	99.9920	0.0080
	Poll		225	0.0048	225	0	100.0000	0.0000
	Total (C)	4732311	350808	7.4130	350780	28	99.9920	0.0080
Total (A+B+C)		27182239	19698314	72.4676	19698286	28	99.9999	0.0001
Result: May be considered as passed with requisite majority.								



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 2018-19 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	17345080	96.9436	17345080	0	100.0000	0.0000
	Poll		546840	3.0564	546840	0	100.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	E-Voting	4558008	1455586	31.9347	1455586	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	4558008	1455586	31.9347	1455586	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4732311	350583	7.4083	350555	28	99.9920	0.0080
	Poll		225	0.0048	225	0	100.0000	0.0000
	Total (C)	4732311	350808	7.4130	350780	28	99.9920	0.0080
Total (A+B+C)		27182239	19698314	72.4676	19698286	28	99.9999	0.0001
Result: May be considered as passed with requisite majority.								



B. SPECIAL BUSINESS

Resolution No.5

Particulars		Special Resolution to approve continuation of directorship of Mr. Buddhichand Maroo (DIN: 00169319) as Non-Executive Director of the Company, who has attained the age of 75 (Seventy Five) 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	17345080	96.9436	17345080	0	100.0000	0.0000
	Poll		546840	3.0564	546840	0	100.0000	0.0000
	Total (A)	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
Public-Institutions	E-Voting	4558008	1455586	31.9347	1455586	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	4558008	1455586	31.9347	1455586	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4732311	350583	7.4083	350555	28	99.9920	0.0080
	Poll		225	0.0048	225	0	100.0000	0.0000
	Total (C)	4732311	350808	7.4130	350780	28	99.9920	0.0080
Total (A+B+C)		27182239	19698314	72.4676	19698286	28	99.9999	0.0001

Result: May be considered as passed with requisite majority.



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



CS Manish L. Ghia
Partner

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

Place: Mumbai

Date: 12th September, 2018

Countersigned and received the report:

For Shemaroo Entertainment Limited

Company Secretary

Chairman/Authorized Signatory
Shemaroo Entertainment Limited

Place: **MUMBAI**

Date: **12/9/2018**