



March 29, 2019

Ref No.: SEL/Reg.44-LODR / Mar-2019/ 01

**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 Special Resolutions forming part of the Postal Ballot Notice dated January 30, 2019 of the Company.

Further, we are pleased to inform you that 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.: As above**

**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

Shemaroo Entertainment Limited									
Resolution Required : (Special)			1 - Re-appointment of Mr. Gnanesh D. Gala (DIN: 00093008) 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	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against	No. of votes



# Shemaroo Entertainment Limited

2 - Re-appointment of Mr. Vasanji A. Mamania (DIN:

Resolution Required : (Special)

00013071) 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	% 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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17891920	100.0000	17891920	0	100.0000	0.0000	0
Public Institutions	E-Voting	5038427	1834806	36.4162	1834806	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1834806	36.4162	1834806	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	4251892	348189	8.1890	347641	548	99.8426	0.1574	0
	Poll		0	0.0000	0	0.0000	0	0.0000	0
	Postal Ballot		618	0.0145	532	86	86.0841	13.9159	0
	Total		348807	8.2036	348173	634	99.8179	0.1821	0
Total		27182239	20075533	73.8553	20074899	634	99.9968	0.0032	0

*Signature*



Shemaroo Entertainment Limited										
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Resolution Required : (Special)	3 - Re-appointment of Mr. Shashidhar N Sinha (DIN: 00953796) as an Independent Director of the Company									
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Whether promoter/ promoter group are interested in the agenda/resolution?			No							
Category	Mode of Voting			% of Votes Polled				% of Votes in		
		No. of shares held	No. of votes polled	on outstanding shares	No. of Votes in favour	No. of Votes Against	favour on votes polled	% of Votes against on votes polled	No. of votes Invalid	



# Shemaroo Entertainment Limited

Resolution Required : (Special)

4 - Re-appointment of Mr. Kirit V Gala (DIN: 01540274) 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	% 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	No. of votes (invalid)
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17891920	100.0000	17891920	0	100.0000	0.0000	0
Public Institutions	E-Voting	5038427	1834806	36.4162	1834806	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1834806	36.4162	1834806	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	4251892	348190	8.1891	347642	548	99.8426	0.1574	0
	Poll		0	0.0000	0	0.0000	0	0.0000	0
	Postal Ballot		618	0.0145	618	0	100.0000	0.0000	10399
	Total		348808	8.2036	348260	548	99.8429	0.1571	0
Total		27182239	20075524	73.8552	20074886	548	99.8429	0.1571	0





**SCRUTINIZER'S REPORT**

*[Pursuant to Section 110 of the Companies Act, 2013 and]*

reply envelope to its members through permitted mode on Friday, 22<sup>nd</sup> February, 2019, whose names appeared in the Register of Members/List of Beneficiaries maintained by the Depositories as on the cut-off date being 8<sup>th</sup> February, 2019.

- 1.2 As per provisions of applicable rules of Companies (Management and Administration) Rules, 2014, the Company has published advertisement about completion of dispatch of Postal Ballot Notice and providing E-voting facility in English Newspaper "Financial Express" and Marathi Newspaper "Mumbai Lakshadeep" on Saturday, 23<sup>rd</sup> February, 2019.
- 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 5.00 p.m. on Wednesday, 27<sup>th</sup> March, 2019 being the last date and time fixed by the Company for receipt of the Postal Ballot Forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened in my presence and scrutinized, including verification of signature of the shareholder(s). The Shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries maintained by the Depositories as on the cut-off date i.e. Friday, 08<sup>th</sup> February, 2019.
- 1.6 The e-voting period commenced on Monday, 25<sup>th</sup> February, 2019 at 9:00 a.m. (IST) onwards and ended on Wednesday, 27<sup>th</sup> March, 2019 at 5.00 p.m. (IST). The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting Postal Ballot Process.
- 1.7 The data for e-voting was downloaded after the e-voting module was disabled by NSDL on Wednesday, 27<sup>th</sup> March, 2019 after 5.00 p.m.
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolutions.
- 1.9 The Company has not received any envelopes containing Postal Ballot form after Wednesday, 27<sup>th</sup> March, 2019 (05.00 P.M. IST).



2. The summary of the voting through Postal Ballot Forms received and e-voting is as follows:

**Resolution No. 1**

Particulars Special Resolution for Re-appointment of Mr. Gnanesh D. Gala (DIN: 00093008) as an Independent Director of the Company for another term of 5 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	17891920	100.0000	17891920	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	<b>Total (A)</b>	<b>17891920</b>	<b>17891920</b>	<b>100.0000</b>	<b>17891920</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	5038427	1834806	36.4162	1834806	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	<b>Total (B)</b>	<b>5038427</b>	<b>1834806</b>	<b>36.4162</b>	<b>1834806</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-Voting	4251892	348504	8.1964	347939	565	99.8379	0.1621
	Ballot forms		618	0.0145	618	0	100.0000	0.0000
	<b>Total (C)</b>	<b>4251892</b>	<b>349122</b>	<b>8.2110</b>	<b>348557</b>	<b>565</b>	<b>99.8382</b>	<b>0.1618</b>
<b>Total (A+B+C)</b>		<b>27182239</b>	<b>20075848</b>	<b>73.8565</b>	<b>20075283</b>	<b>565</b>	<b>99.9972</b>	<b>0.0028</b>
Result: Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30 <sup>th</sup> January, 2019 has been passed with the requisite majority.								

**Invalid Votes:**

Total number of members whose votes were declared invalid	Mode of Voting (E-voting/Postal Ballot)	Remarks	Total number of votes
6	Postal Ballot	Signature mismatch	180
2	Postal Ballot	Vote not casted	85
1	Postal Ballot <sup>1</sup>	Casted vote both by E-voting and Postal Ballot	10074

<sup>1</sup> Vote cast through E-Voting has been considered and voting through postal ballot has been treated as invalid.



Resolution No. 2

Particulars Special Resolution for Re-appointment of Mr. VasANJI A. MamanIA (DIN: 00013071), aged 81 years as an Independent Director of the Company f r another term of 5 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 f vour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (A)	<b>17891920</b>	<b>17891920</b>	<b>100.0000</b>	<b>17891920</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	5038427	1834806	36.4162	1834806	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (B)	<b>5038427</b>	<b>1834806</b>	<b>36.4162</b>	<b>1834806</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	4251892	348189	8.1890	347641	548	99.8426	0.1574
	Ballot forms		618	0.0145	532	86	86.0841	13.9159
	Tot I (C)	<b>4251892</b>	<b>348807</b>	<b>8.2036</b>	<b>348173</b>	<b>634</b>	<b>99.8182</b>	<b>0.1818</b>
Total (A+B+C)		<b>27182239</b>	<b>20075533</b>	<b>73.8553</b>	<b>20074899</b>	<b>634</b>	<b>99.9968</b>	<b>0.0032</b>
Result: Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30t January, 2019 has been passed with the requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Mode of Voting (E-voting/Postal Ballot)	Remarks	Total number of votes
6	Postal Ballot	Signature mismatch	180
2	Postal Ballot	Vote not casted	85
1	Postal Ballot <sup>2</sup>	Casted vote both by E-voting and Postal Ballot	10074

<sup>2</sup> Vote cast through E-Voting has been considered and voting through postal ballot has been treated as invalid.

Resolution No. 3

Particulars Special Resolution for Re-appointment of Mr. Shashidhar N Sinha (DIN: 00953796) as an Independent Director of the Company for another term of 5 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	17891920	100.0000	17891920	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	<b>Total (A)</b>	<b>17891920</b>	<b>17891920</b>	<b>100.0000</b>	<b>17891920</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	5038427	1834806	36.4162	1815801	19005	98.9642	1.0358
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	<b>Total (B)</b>	<b>5038427</b>	<b>1834806</b>	<b>36.4162</b>	<b>1815801</b>	<b>19005</b>	<b>98.9642</b>	<b>1.0358</b>
Public- Non Institutions	E-Voting	4251892	348189	8.1890	347726	463	99.8670	0.1330
	Ballot forms		618	0.0145	618	0	100.0000	0.0000
	<b>Total (C)</b>	<b>4251892</b>	<b>348807</b>	<b>8.2036</b>	<b>348344</b>	<b>463</b>	<b>99.8673</b>	<b>0.1327</b>
<b>Total (A+B+C)</b>		<b>27182239</b>	<b>20075533</b>	<b>73.8553</b>	<b>20056065</b>	<b>19468</b>	<b>99.9030</b>	<b>0.0970</b>
Result: Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30 <sup>th</sup> January, 2019 has been passed with the requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Mode of Voting (E-voting/Postal Ballot)	Remarks	Total number of votes
6	Postal Ballot	Signature mismatch	180
2	Postal Ballot	Vote not casted	85
1	Postal Ballot <sup>3</sup>	Casted vote both by E-voting and Postal Ballot	10074

<sup>3</sup> Vote cast through E-Voting has been considered and voting through postal ballot has been treated as invalid.





**Resolution No. 4**

Particulars	Special Resolution for Re-appointment of Mr. Kirit V Gala (DIN: 01540274) as an Independent Director of the Company for another term of 5 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
<b>Promoter and Promoter Group</b>	E-Voting	17891920	17891920	100.0000	17891920	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	<b>Total (A)</b>	<b>17891920</b>	<b>17891920</b>	<b>100.0000</b>	<b>17891920</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public-Institutions</b>	E-Voting	5038427	1834806	36.4162	1834806	0	100.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	<b>Total (B)</b>	<b>5038427</b>	<b>1834806</b>	<b>36.4162</b>	<b>1834806</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	E-Voting	4251892	348190	8.1891	347642	548	99.8426	0.1574
	Ballot forms		618	0.0145	618	0	100.0000	0.0000
	<b>Total (C)</b>	<b>4251892</b>	<b>348808</b>	<b>8.2036</b>	<b>348260</b>	<b>548</b>	<b>99.8429</b>	<b>0.1571</b>
<b>Total (A+B+C)</b>		<b>27182239</b>	<b>20075534</b>	<b>73.8553</b>	<b>20074986</b>	<b>548</b>	<b>99.9973</b>	<b>0.0027</b>
Result: Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30 <sup>th</sup> January, 2019 has been passed with the requisite majority.								

**Invalid Votes:**

Total number of members whose votes were declared invalid	Mode of Voting (E-voting/Postal Ballot)	Remarks	Total number of votes
6	Postal Ballot	Signature mismatch	180
2	Postal Ballot	Vote not casted	85
1	Postal Ballot <sup>4</sup>	Casted vote both by E-voting and Postal Ballot	10074

<sup>4</sup> Vote cast through E-Voting has been considered and voting through postal ballot has been treated as invalid.

## Manish Ghia & Associates

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

Thanking You.

For Manish Ghia & Associates  
Company Secretaries



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

CS Manish L. Ghia  
Partner

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

Place: Mumbai  
Date: 29<sup>th</sup> March, 2019

Countersigned by  
For Shemaroo Entertainment Limited

A handwritten signature in blue ink, appearing to be "Vipin".

Company Secretary

Chairman / Authorized Person  
Shemaroo Entertainment Limited

Place: MUMBAI  
Date: 29/03/2019