



SHEMAROO ENTERTAINMENT LIMITED

CIN: L67190MH2005PLC158288

Regd. Office: Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E), Mumbai –400059,

Tel: +91 22 4031 9911; Facsimilie: +91 22 28519770;

Email: investors_services@shemaroo.com | **website:** www.shemarooent.com

NOTICE

Notice is hereby given that the 13th (Thirteenth) Annual General Meeting (AGM) of the members of Shemaroo Entertainment Limited will be held on **Tuesday, September 11, 2018, at 04:00 P.M. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20 K Dubash Marg, Kala Ghoda, Mumbai – 400 001**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2018 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Buddhichand Maroo (DIN: 00169319), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 2018-19 and to authorize the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby accorded for 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. The profile of the Director seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”) is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
5. Members / Proxies / Authorized Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
7. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 05, 2018 to Tuesday, September 11, 2018 (both days inclusive) for determining the names of members eligible for final dividend on Equity Shares, if declared at the Meeting.

8. The Final Dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Tuesday, September 11, 2018 (within the statutory time limit of 30 days).
9. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime (India) Private Limited (LI IPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LI IPL.
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to LI IPL.
12. In terms of Section 101 and 136 of the Companies Act, 2013 read together with relevant Rules made thereunder, the Notice of AGM, Annual Report, Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose e-mail address are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copy of the documents are being sent by the permitted mode.
13. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Depository Participant(s) / LI IPL.
14. Members may also note that the Notice of this AGM and the Annual Report 2017-18 of the Company is posted on the Company's website www.shemarooent.com. All the documents referred in the accompanying Notice will be available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 a.m and 1.00 p.m. up to the date of AGM.
15. The Ministry of Corporate Affairs has notified Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, provisions relating to transfer of unclaimed amounts to the IEPF. IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years or more to an IEPF Demat Account. Hence, the Company urges all the shareholders to claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company are available on the website of the Company www.shemarooent.com and on Ministry of Corporate Affairs' website.
16. Members who wish to obtain further information on the financial statements for the year ended March 31, 2018, may send their queries at least 7 days before the AGM to the Company Secretary / Compliance Officer of the Company at the registered office of the Company or at investor_services@shemaroo.com.
17. Members are requested to address all correspondence to the Registrar and Share Transfer Agents at the following address:
- LINK INTIME (INDIA) PRIVATE LIMITED**
(Unit: Shemaroo Entertainment Limited)
C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083,
Tel No: +91 22 49186000 Fax: +91 22 49186060
18. Route map showing directions to reach the venue of the 13th AGM is given at the end of this Notice.
19. The Company has appointed Mr. Manish .L. Ghia of M/s. Manish Ghia & Associates, Practicing Company Secretaries (Membership No. FCS 6252), to act as the Scrutinizer, to scrutinize the entire voting and remote e-voting (including ballot form received from the Members who do not have access to the e- voting process), in a fair and transparent method.
20. The Company is providing the facility of ballot form in terms of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. Duly completed Ballot form shall be send to the Scrutinizer appointed by the Board of Directors of the Company, at the Registered Office of the Company not later than September 10, 2018 (05:00 p.m.). Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 04, 2018 have the option to download the same form the website of the company or request for physical copy of the Ballot form by sending an email to investors_services@shemaroo.com by mentioning their Folio No. / DP ID and Client ID No. The Ballot form received after September 10, 2018 (05:00 p.m.) will be treated as invalid.
21. Facility of voting through Poll paper shall be made available at the AGM. The members who have not casted their vote either electronically or through Ballot Form, can exercise their voting rights at the AGM. The Members who have cast their vote by remote e-voting / ballot form prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
22. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulations 44 of the SEBI Listing Regulations, the Company is pleased to provide members facility to exercise their vote at the 13th AGM by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting), from a place other than the venue of the AGM will be

provided by National Securities Depository Limited (NSDL) for all the business as detailed in the notice.

A. The instructions for e-voting are as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 to log-in to NSDL e-voting system is given below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 to cast your vote electronically on NSDL e-Voting system is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. In case a member receives physical copy of the Notice convening the AGM [for members whose e-mail addresses are not registered with the Company/Depository Participant(s)]:

- i) User ID and password – Printed Overleaf
- ii) Please follow all steps as mentioned in A & B above to cast your vote.

C. Other Instructions:

- i) The e-voting period commences on Saturday, September 08, 2018 (9:00 a.m. IST) and ends on Monday, September 10, 2018 (5:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on September 04, 2018 i.e. cut-off date, may cast their vote

electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

- ii) Any person, who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice and holding shares as of cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Passwords" option available on www.evoting.nsdl.com.
- iii) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- iv) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.shemarooent.com and on the website of NSDL www.evoting.nsdl.com immediately after the results is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

Registered Office:

Shemaroo House, Plot No. 18,
Marol Co-op. Industrial Estate,
Marol Naka, Off. Andheri Kurla Road,
Andheri (E), Mumbai – 400 059

Mumbai, May 15, 2018

By Order of the Board of Directors

Dipesh U. Gosar
Company Secretary & Compliance Officer
(ACS No.: 23755)

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3 & 5:

Pursuant to Regulation 17(1A) of SEBI Listing Regulation (including any statutory modification or re-enactment thereof) inter alia, provides that listed entities have to pass a special resolution to appoint a non-executive director or continue the directorship of a non-executive director who has attained the age of 75 years with justification for the same, which would be effective from April 01, 2019.

Accordingly, for continuation of directorship by Mr. Buddhichand Maroo, who has attained the age of 75 years, special resolution is been proposed by the Board of the Company.

Keeping in view that Mr. Buddhichand Maroo has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time. He has a distinct presence and

strong association in the Industry. He is behind the business empire that stands today as a leading content owner, aggregator and distributor in India, it would be in the interest of the Company to continue the engagement of Mr. Buddhichand Maroo as Non-Executive Director.

The Board of Directors at its meeting held on May 15, 2018, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. Buddhichand Maroo as Non-Executive Director of the Company and recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in the said resolution, except Mr. Raman Maroo, Managing Director, Mr. Atul Maru, Jt. Managing Director, Mr. Jai Maroo, Non-Executive Director and Ms. Smita Maroo, Senior VP - Animation, Kids Digital, L&M Department of the Company, they being related to Mr. Buddhichand Maroo.

Following is the information required under Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions of the Companies Act, 2013:

Name of the Director	Mr. Buddhichand Maroo
Date of Birth	November 24, 1939
Nationality	Indian
Director Identification Number	00169319
Date of appointment	May 29, 2012
Brief Profile & Experience	Mr. Buddhichand Maroo is the Chairman of our Company and founder of our Group. He started the business with a book library in 1962 and gradually transformed it into a well-diversified corporate in the Media and Entertainment Sector. Mr. Buddhichand Maroo has approximately 56 years of business experience, out of which, he has been associated with the media and entertainment industry for approximately 35 years. He has completed his Intermediate studies from Mumbai. Currently, he has retired from day to day business and has devoted his life to social work and has been involved in several non-profit and social activities, particularly in Kutchh (Gujarat). He has received several awards for the work done in the social field.
No. of shares held in the Company	35,75,320
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	-
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Shemaroo Entertainment Limited	-
Inter-se relationships with other Directors / KMP's	Mr. Raman Maroo Mr. Atul Maru Mr. Jai Maroo Ms. Smita Maroo

ROUTE MAP FOR 13TH ANNUAL GENERAL MEETING VENUE

