



Ref No.: SEL / Reg. 42-LODR / August-2016 / 01

August 19, 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**
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 023.
Scrip Code : 538685

Dear Sir/Madam,

**Sub: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019 -
Symbol: SHEMAROO**

Re: Book Closure and Annual General Meeting

The 11th Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, September 26, 2016 at 4:00 P.M. at M.C.Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20 K Dubash Marg, Kala Ghoda, Mumbai – 400 001.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 20, 2016 to Monday, September 26, 2016 (both days inclusive) for the purpose of Annual General Meeting and payment of final dividend for the financial year March 31, 2016.

Further, Final Dividend of ₹ 1.40/- per equity shares as recommended by the Board, if approved at the Annual General Meeting, will be paid on or after September 26, 2016 to those members whose name appears as Beneficial Owners as the end of the business hours on September 19, 2016 in the Register of Members.

A copy of Notice of AGM is enclosed herewith.

Thanking you,

Yours faithfully,

For Shemaroo Entertainment Limited

Dipesh



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

CC:

- | | | |
|---|--|--|
| 1. National Securities Depository Limited
Trade World, 4 th Floor,
Kamala Mills Compound,
Lower Parel, Mumbai-400 013. | 2. Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers
17 th Floor, Dalal Street,
Mumbai-400 001. | 3. Link Intime India Private Limited
C-13, Pannalal Silk Mills
Compound,
Lal Bahadur Shastri Road,
Bhandup West, Mumbai-400078. |
|---|--|--|



SHEMAROO ENTERTAINMENT LIMITED

CIN: L67190MH2005PLC158288

Registered 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; Website: www.shemarooent.com

NOTICE

Notice is hereby given that the 11th (Eleventh) Annual General Meeting (AGM) of the members of Shemaroo Entertainment Limited will be held on **Monday, September 26, 2016, 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, 2016 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Hiren Gada (DIN: 01108194), who retires by rotation and being eligible, offers himself for re-appointment.

4. Re-appointment of Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s M. K. Dandekar & Co., Chartered Accountants (ICAI Reg. No. 000679S) be and are hereby re-appointed as the auditors of the Company, to hold office for a term of 5 years from the conclusion of this 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the

Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the consent of Company be and is hereby accorded to re-appoint Ms. Smita Maroo, who is a relative of Mr. Buddhichand Maroo, Chairman and Mr. Jai Maroo, Non – Executive Director of the Company, as Senior Vice - President Animation, Kids Digital, L&M Department of the Company, for a total remuneration not exceeding ₹ 6,00,000 p.m. including allowances, provident fund and perquisites as admissible to the status and grade, for the period of five years with effect from April 01, 2017 to March 31, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to re-designate and / or re-allocate the duties and responsibilities of Ms. Smita Maroo, to promote her to higher grades, to grant increments and / or to alter and vary from time to time the terms of her remuneration as aforesaid and to finalise and from time to time, to alter and vary, the terms and conditions of her appointment, in accordance with the general policy of the Company, as it may deem fit and proper.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to re-appoint Ms. Kranti Gada, who is a relative of Mr. Hiren Gada, Whole Time Director & CFO of the Company, as Senior Vice-President - New Business Development Department of the Company, for a total remuneration not exceeding ₹ 6,00,000 p.m. including allowances, provident fund and perquisites as admissible to the status and grade, for the period of five years with effect from April 01, 2017 to March 31, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to re-designate and / or re-allocate the duties and responsibilities of Ms. Kranti Gada, to promote her to higher grades, to grant increments and / or to alter and vary from time to time the

terms of her remuneration as aforesaid and to finalise and from time to time, to alter and vary, the terms and conditions of her appointment, in accordance with the general policy of the Company, as it may deem fit and proper.”

Notes:

1. The Explanatory Statement setting out details relating to the special business to be transacted at the Annual General Meeting, pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto. The profile of the Directors seeking appointment / 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. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL 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. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable. A proxy form for the AGM is annexed to the Annual Report.
3. 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.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. and hand it over at the Registration Counter at the venue.
5. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 20, 2016 to Monday, September 26, 2016 (both days inclusive) for determining the names of members eligible for final dividend on Equity Shares, if declared at the Meeting.
6. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after Monday, September 26, 2016 (within the statutory time limit of 30 days).
7. 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 be available for inspection by the members at the Annual General Meeting.
8. 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 (LIPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIPL.
9. 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 LIPL.
10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or LIPL for assistance in this regard.
11. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board’s report etc. and this Notice are being sent by electronic mode, to those members who have registered their e-mail addresses with their respective depository participants or with the Company’s Registrar and Transfer Agents, unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies has been sent at their registered postal address. In case any member wishes to get a physical copy of the Annual Report, member may send request to investor_services@shemaroo.com mentioning your Folio/DP ID & Client ID.
12. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with LIPL (in case of Shares held in physical form).
13. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2016 will also be available on the Company’s website www.shemarooent.com for their download. All the documents referred to in the accompanying Notice and Explanatory Statement are 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 Annual General Meeting.

14. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
15. In terms of Section 123 of the Companies Act, 2013 and Sections 205A and 205C of the Companies Act, 1956, the unclaimed or unpaid dividend, application money remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). The detailed history and due dates for transfer to IEPF is published in this Annual Report under the section titled, 'Board's Report. Members who have valid claim for unclaimed dividends / application money which are not yet transferred, may claim the same from the Company immediately.
16. Members who wish to obtain further information on the financial statements for the year ended March 31, 2016, 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 send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:
LINK INTIME (INDIA) PRIVATE LIMITED
(Unit: Shemaroo Entertainment Limited)
C-13 Pannalal Silk Mills Compound,
L B S MARG, Bhandup (West), Mumbai - 400078
Tel No.: +91 22 25963838, Fax: +91 22 25946969
18. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).
19. Route map showing directions to reach the venue of the 11th AGM is given at the end of this Notice.
20. 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.
21. The Company is providing the facility of ballot form in terms of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to those shareholder, 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 25, 2016 (5.00 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 19, 2016 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 25, 2016 (5.00 p.m.) will be treated as invalid.

22. The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM either through electronic voting system or polling paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their vote at the 11th 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.

The instructions for e-voting are as under:

- A. In case a member receives an e-mail from NSDL [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
 - I. Open the attached PDF file, namely, "e-Voting.pdf." giving your Client ID or Folio No. as passwords. The said file contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
 - II. Launch internet browser and open <https://www.evoting.nsd.com>.
 - III. Click on Shareholder – Login
 - IV. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - V. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - VI. Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
 - VII. Select "EVEN" (E-voting Event Number) of Shemaroo Entertainment Limited. Now you are ready for e-voting as Cast votes page opens.
 - VIII. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

- IX. Upon confirmation, the message "Vote cast successfully" will be displayed.
- X. Once the vote on a resolution is cast, the Members shall not be allowed to change it subsequently.
- XI. Institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the Board Resolution together with their attested specimen signatures authorizing their representative to vote on their behalf at the AGM to the Company through an e-mail on investors_services@shemaroo.com
- XII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- 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 from I to XII as mentioned in (A) above to cast your vote.
- C. Other Instructions:
- i) The e-voting period commences on Friday, September 23, 2016 (9:00 a.m. IST) and ends on Sunday, September 25, 2016 (5:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on September 19, 2016 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 three days 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.

By Order of the Board of Directors

Ankit Singh

Company Secretary & Compliance Officer
(FCS No.: 8438)

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 06, 2016

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

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

Name of the Director	Mr. Hiren Gada
Date of Birth	August 01, 1970
Nationality	Indian
Director Identification Number	01108194
Date of appointment	May 26, 2008
Brief Resume and Experience	<p>Mr. Hiren Gada has been associated with the Group since 2003 and the Company since 2008. He holds a Masters degree in Management (Finance) from Welingkar Institute of Management, Mumbai University.</p> <p>Mr. Hiren Gada has approximately 20 years of work experience, out of which, he has been associated with the Media and Entertainment Industry for the last 13 years. He handles the Strategy and Finance functions in our Company. Given his strong technical background, he is in charge of expanding Shemaroo's reach on digital distribution platforms such as IPTV, VOD, Mobile, Internet, OTT and so on. He has also led the Company's presence on the International front and has helped set up some of the newer business areas that the Company has entered into. He also represents the company in various industry associations such as 'Indian Council of Impex For Films & TV Programmers' and 'The Film & Television Producer's Guild of India Ltd'.</p> <p>Prior to joining the Company he had headed the Investment research activities with an equity brokerage house. He is a regular speaker at various industry forums and is regularly quoted in media on several issues pertaining to the industry and the Company. He has received the 'Hall of Fame' Award from Welingkar Institute of Management in 2006.</p>
No. of shares held in the Company	1640520

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	Members of Audit & Corporate Social Responsibility Committee - Shemaroo Entertainment Ltd.
Inter-se relationships with other Directors / KMP's	Ms. Kranti Gada

Item No. 5

The members of the Company had by Special Resolution passed on March 11, 2011, granted their approval for Ms. Smita Maroo [relative of Mr. Buddhichand Maroo (Chairman & Non- Executive Director) and Mr. Jai Maroo (Non- Executive Director)] to hold office of profit in the Company, for a period of 5 years commencing from April 01, 2011 up to March 31, 2016, and for the payment of remuneration, subject to the approval of the Central Government, pursuant to the requirements of Section 314 of the erstwhile Companies Act, 1956. In response to the Company's application, the Central Government had granted its approval on May 31, 2011. Accordingly, Ms. Smita Maroo, was appointed to hold such office in the Company and has been paid remuneration within the limits approved by the Central Government. Ms. Smita Maroo is presently designated as Senior Vice President - Animation, Kids Digital, L&M Department of the Company.

In terms of section 188 of the Companies Act, 2013 ('the Act') read with the provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members is required to be sought for the appointment of a related party to any office or place of profit in the Company, where the monthly remuneration paid for such office exceeds ₹2,50,000/- (Rupees Two Lakhs Fifty Thousand).

Ms. Smita Maroo holds a Masters in Management Information Systems from Nova Southeastern University (NSU), Florida, USA as well as a Masters in Management Studies with a major in Finance from Mumbai University, Mumbai, India. Ms. Smita Maroo, a Key Managerial Personnel of the Company has approximately 13 years of experience in the Media and Entertainment industry. She has been associated with our Company since 2002 and currently heads the Animation Business and has also ventured into movie-related licensing and merchandising business for the Company. In addition to creating entertainment and pre-schooler content for Kids, she is currently handling the entire Digital Kids Content vertical for

Shemaroo. In the earlier business roles, she has spearheaded other initiatives like Marketing Services, Content Division, complete handling of the Shemaroo website and Online Division- E-Commerce initiatives and the Song Compilation Catalog and related activities in the Home Video Division of the Company.

She has also been Producer of several films under Shemaroo Banner, viz. Kuch Meetha Ho Jayee, Omkara, Manorama 6 feet under, Mera Baap Pehle Aap and more. She started the Animation division, wherein she has produced and co-Directed films like Bal Ganesh, Ghatothkach-Master of Magic, Bal Ganesh 2, Super 7, Super K, Veer Abhimanyu, Ghatothkach 2 and Bal Ganesh 3. She has built a successful brand and franchise for Bal Ganesh and has several awards to her credit like the Lil Star Awards for "Bal Ganesh" under 2 categories for Best Animation Film and Best Animated Character, has won FICCI-BAF Awards 2010 for Outstanding Effort and Commitment for "Bal Ganesh 2" under the Animated Feature Film (Theatrical Release) Category, Dadasaheb Phalke Film Festival Awards for Best Screenplay and Best Animation Jury for "Bal Ganesh 3", and Nashik International Film Festival Award for Best Animation Film "Bal Ganesh 3." Other awards won include Nashik International Film Festival Award and Noida International Film Festival Award for Best Animated Film "Ghatothkach 2", Dadasaheb Phalke Film Festival Award for Best Animated Films "Super K" and "Veer Abhimanyu."

Her leadership has made Shemaroo one of the foremost players in the Indian Animation Industry. Her business acumen and 360 degree approach in creation, marketing and distribution is currently paving the path for International Co-productions. She is also rapidly building the YouTube channels in the Kids space.

The Nomination and Remuneration Committee in its meeting held on May 06, 2016 has approved the resolution Your directors in their meeting held on May 06, 2016 have approved the re-appointment along with revision in salary for a total remuneration not exceeding ₹6,00,000 p.m. including allowances, provident fund and perquisites as admissible to the status and grade, for the period of five years with effect from April 01, 2017 to March 31, 2022.

Your Board believes that Ms. Smita Maroo is fit for successfully handling this responsibility, given her experience, expertise and capabilities and recommends the Ordinary 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. Buddhichand Maroo and Mr. Jai Maroo, Directors of the Company, and Technology and Media Group Pte. Ltd. - Promoter Group Company, they being related to Ms. Smita Maroo.

The resolution passed by the shareholders on March 11, 2011, and the approval of the Central Government dated May 31, 2011 referred to hereinabove, are available for inspection.

Item No.6

The members of the Company had by Special Resolution passed on March 11, 2011, granted their approval for Ms. Kranti Gada (relative of Mr. Hiren Gada, Whole Time Director & CFO) to hold office of profit in the Company, for a period of 5 years commencing from April 01, 2011 up to March 31, 2016,

and for the payment of remuneration, subject to the approval of the Central Government, pursuant to the requirements of Section 314 of the erstwhile Companies Act, 1956. In response to the Company's application, the Central Government had granted its approval on May 31, 2011. Accordingly, Ms. Kranti Gada, was appointed to hold such office in the Company and has been paid remuneration within the limits approved by the Central Government. Ms. Kranti Gada is presently designated as Senior Vice-President - New Business Development Department of the Company.

In terms of section 188 of the Companies Act, 2013 ('the Act') read with the provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members is required to be sought for the appointment of a related party to any office or place of profit in the Company, where the monthly remuneration paid for such office exceeds ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand).

Ms. Kranti Gada holds a Masters of Management Studies and Bachelors' of Commerce from Mumbai University. Ms. Kranti Gada, a Key Managerial Personnel of the Company has more than 9 years of work experience. Prior to joining our Company she has worked with Pepsico India Holdings Private Limited as Asst. Brand Manager - Kurkure. She has been associated with our Company since 2006.

Ms. Kranti Gada with her rich experience has developed good understanding of the business of the Company and set in place systems and processes for the business of the Company. Presently, she is responsible for setting up a New Business Development Division (NBD) of the Company, focusing on developing new revenue streams for the Company. The Company has, under her leadership, launched several innovative services, viz. Miniplex - A movie premiering service, Devotional, Comedy and other services across DTH platforms and other numerous innovative mobile applications.

The Nomination and Remuneration Committee in its meeting held on May 06, 2016 has approved the resolution Your directors in their meeting held on May 06, 2016 have approved the re-appointment along with revision in salary for a total remuneration not exceeding ₹6,00,000 p.m. including allowances, provident fund and perquisites as admissible to the status and grade, for the period of five years with effect from April 01, 2017 to March 31, 2022.

Looking at exceptional performance and entrepreneurship skills of Ms. Kranti Gada and responsibility of the position she is holding, recommends the Ordinary Resolution set out at Item No. 6 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. Hiren Gada, Director of the Company, they being related to Ms. Kranti Gada.

The resolution passed by the shareholders on March 11, 2011, and the approval of the Central Government dated May 31, 2011 referred to hereinabove, are available for inspection.

ROUTE MAP FOR 11TH ANNUAL GENERAL MEETING VENUE

