



## 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](http://www.shemarooent.com)

### NOTICE

Notice is hereby given that the 12<sup>th</sup> (Twelfth) Annual General Meeting (AGM) of the members of Shemaroo Entertainment Limited will be held on **Wednesday, September 27, 2017, at 04:00 p.m.** at **M. C. Ghia Hall, 4<sup>th</sup> 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, 2017 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2017.
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.
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 2017-18 and to authorize the Board of Directors of the Company to fix their remuneration.

#### 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 Thursday, September 21, 2017 to Wednesday, September 27, 2017 (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 Wednesday, September 27, 2017 (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 (LIPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIPL.
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 LIPL.
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) / LIPL.
14. Members may also note that the Notice of this AGM and the Annual Report 2016-17 of the Company is posted on the Company's website [www.shemarooent.com](http://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](http://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, 2017, 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](mailto: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 12<sup>th</sup> 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 member, 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 26, 2017 (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 20, 2017 have the option to download the same from the website of the company or request for physical copy of the Ballot form by sending an email to [investors\\_services@shemaroo.com](mailto:investors_services@shemaroo.com) by mentioning their Folio No. / DP ID and Client ID No. The Ballot form received after September 26, 2017 (5.00 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 12<sup>th</sup> 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.nsdl.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.  
NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 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 to [scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [investors\\_services@shemaroo.com](mailto: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](http://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 Sunday, September 24, 2017 (9:00 a.m. IST) and ends on Tuesday, September 26, 2017 (5:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on September 20, 2017 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](mailto: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](http://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](http://www.shemarooent.com) and on the website of NSDL [www.evoting.nsdl.com](http://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 09, 2017*

**By Order of the Board of Directors**

**Dipesh U. Gosar**

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

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI LISTING REGULATIONS**

**Item No. 3**

Name of the Director	Mr. Jai Maroo
Date of Birth	September 09, 1973
Nationality	Indian
Director Identification Number	00169399
Date of appointment	May 29, 2012
Brief Profile & Experience	Mr. Jai Maroo is the Non-executive Director of our Company. He has been associated with the Group since 2002 and the Company since 2008. He holds a Masters Degree in Computer Science and Engineering from Pennsylvania State University, U.S.A and a Graduate Degree in Computer Engineering from the University of Mumbai. Mr. Jai Maroo has numerous years of experience in the technology industry in USA and Singapore and approximately 14 years of experience in the Media and Entertainment industry. Over the last few years, he has been active on the technology side. Given his strong technical background, he has catalyzed Shemaroo's expansion on digital distribution platforms, such as Mobile, Internet, OTT and so on, as well as guiding several technology-driven and other strategic initiatives within the entertainment space. He has been a speaker on several national and international forums on technology and media-related topics
No. of shares held in the Company	12,34,200
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	Member of Nomination & Remuneration Committee - Shemaroo Entertainment Limited
Inter-se relationships with other Directors / KMP's	Mr. Buddhichand Maroo Ms. Smita Maroo

