

**Gist of the proceedings of the Annual General Meeting of Shemaroo Entertainment Limited**  
**held on September 21, 2015**

The 10<sup>th</sup> Annual General Meeting of the Members of the Company was held on September 21, 2015 at 3:00 P.M., at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Road, Churchgate, Mumbai – 400 020.

Shri Buddhichand Maroo, Non- Executive Chairman of the Company, chaired proceedings of the Meeting.

Total 50 Members (including proxies) attended the Meeting as per the records of attendance.

The Chairman requested Mr. Raman Maroo, Managing Director to conduct the meeting on his behalf. He gave an overview of the financial performance of the Company for the financial year ended March 31, 2015 and its future outlook.

Mr. Ankit Singh, Company Secretary & Compliance Officer continued with further proceedings and with the consent of the Members present, the Annual Accounts, Directors Report alongwith Auditors' Report and the Notice convening the AGM were taken as read.

Thereafter, all the 9 Resolutions required to be passed were proposed and seconded.

The Company Secretary informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Listing Agreement, the Company had provided the remote e-voting facility to all its members in respect of businesses to be transacted at the 10<sup>th</sup> AGM. The e-voting period commenced on Friday, September 18, 2015 at 9:00 a.m. and ended on Sunday, September 20, 2015 at 5:00 p.m. The cut-off date for determining voting rights was September 14, 2015.

The Company Secretary informed the Members that the facility for voting through Ballot paper is made available at the Meeting for members, who have not cast their vote using the remote e-voting.

He further informed that the Company have appointed Shri Manish Ghia of M/s. Manish Ghia & Associates, Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing the entire voting process in a fair and transparent manner.

On invitation by Company Secretary, several Members addressed the Meeting, gave their suggestions and raised queries relating to Company's Financial Statement, Annual Report, business operations which were then replied by Mr. Hiren Gada, Whole Time Director & CFO and Mr. Jai Maroo, Non-Executive Director of the Company.



The Company Secretary announced that combined results of the remote e-voting and voting through ballot at the AGM shall be placed on the website of the Company and also on website of the Stock Exchanges.

The meeting was ended with vote of thanks to the Chair.

The resolutions passed by the Members with requisite majority related to the following:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2015 and the Reports of the Directors and the Auditors thereon. **(Ordinary Resolution)**
2. To declare final dividend on equity shares for the financial year ended March 31, 2015. **(Ordinary Resolution)**
3. To appoint a Director in place of Mr. Atul Maru (DIN: 00169264), who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**
4. To ratify appointment of M. K. Dandekar & Co., Chartered Accountants, (Firm Registration No. 000679S) as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration. **(Ordinary Resolution)**

**SPECIAL BUSINESS:**

5. Appointment of CA Reeta Shah (DIN: 07141304) as an Independent Director of the Company. **(Ordinary Resolution)**
6. Re-appointment of Mr. Raman Maroo (DIN: 00169152) as Managing Director of the Company. **(Ordinary Resolution)**
7. Re-appointment of Mr. Atul Maru (DIN: 00169264) as Joint Managing Director of the Company. **(Ordinary Resolution)**
8. Re-appointment of Mr. Hiren Gada (DIN: 01108194) as Whole Time Director & CFO of the Company. **(Ordinary Resolution)**
9. Approval of Payment of Commission to Non-Executive Directors of the Company. **(Ordinary Resolution)**

