

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: investor_services@shemaroo.com | Website: www.shemarooent.com



PROXY FORM

Form No. MGT. 11

[Pursuant to Section 105(6) of the Companies Act, 2013) and rule 19(3) of the Companies (Management and Administration) Rules 2014]

Name of the member(s): _____

Registered Address: _____

E-mail ID: _____

Folio No. / *Client ID/ *DP ID: _____

I/We, being the member(s) of _____ shares of **SHEMAROO ENTERTAINMENT LIMITED**, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote for me/us on my/our behalf at the 10th (Tenth) Annual General Meeting of the Company to be held on Monday, September 21, 2015, at 3:00 P.M. at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Road, Churchgate, Mumbai – 400 020, and at any adjournment thereof in respect of such resolutions as are indicated below :

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Directors and the Auditors' Report thereon.
2. Declaration of final dividend
3. Re-appointment of Mr. Atul Maru (DIN: 00169264), who retires by rotation.
4. Ratification of the appointment of Statutory Auditors.

Special Business

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

Signed this _____ day of _____ 2015

Signature of shareholder_____
Signature of proxy holder(s)

Affix
₹ 1
Revenue
stamp

Notes :

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.