

Ref No.: SEL/Reg.44-LODR / December-2016/ 01

December 23, 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**
PhirozeJeejeebhoy Towers
Dalal Street,
Mumbai-400 023.
Scrip Code : 538685

Dear Sir/Madam,

Re: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019

Sub: Results of Postal Ballot

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith voting results (E-voting and Postal Ballot) and Scrutinizer's Report on the Special Resolutions forming part of the Postal Ballot Notice dated October 25, 2016 of the Company.

Further, we are pleased to inform you that all the Special Resolutions forming part of the aforesaid notice have been passed with requisite majority.

This is for your information and record.

Thanking you,

Yours faithfully,

For Shemaroo Entertainment Limited



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

Encl: A/a

SHEMAROO ENTERTAINMENT LIMITED

Date of declaration of Result of Postal Ballot and e-voting: 23rd December, 2016

Total number of shareholders on record date (04/11/2016): 7894

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group:

Public:

No. of shareholders attended the meeting through video conferencing: Not Applicable

Promoters and Promoter Group:

Public:

Resolution required: (Ordinary/Special)			Special Resolution for amending Clause IV of the Memorandum of Association of the Company					
Whether promoter/promoter group are interested in agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17,891,920	17,891,920	100.00	17,891,920	0	100.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		17,891,920	17,891,920	100.00	17,891,920	0	100.00
Public- Institutions	E-Voting	4,249,004	1,216,913	28.64	1,216,913	0	100.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4,249,004	1,216,913	0.00	1,216,913	0	100.00
Public- Non Institutions	E-Voting	5,041,315	523,953	10.39	523,331	622	99.88	0.12
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		2,226	0.04	2,226	0	100.00	0.00
	Total		5,041,315	526,179	10.44	525,557	622	99.88
Total		27,182,239	19,635,012	72.23	19,634,390	622	99.997	0.003

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 Promoters and Promoter Group:
 Public:
 No. of shareholders attended the meeting through video conferencing: Not Applicable
 Promoters and Promoter Group:
 Public:

Resolution required: (Ordinary/Special)			Special Resolution for amending Objects Clause of the Memorandum of Association of the Company					
Whether promoter/promoter group are interested in agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17,891,920	17,891,920	100.00	17,891,920	0	100.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		17,891,920	17,891,920	100.00	17,891,920	0	100.00
Public- Institutions	E-Voting	4,249,004	1,216,913	28.64	1,216,913	0	100.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4,249,004	1,216,913	28.64	1,216,913	0	100.00
Public- Non Institutions	E-Voting	5,041,315	523,853	10.39	523,246	607	99.88	0.12
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		2,226	0.04	2,226	0	100.00	0.00
	Total		5,041,315	526,079	10.44	525,472	607	99.88
Total		27,182,239	19,634,912	72.23	19,634,305	607	99.997	0.003

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E - voting facility in English Newspaper "The Financial Express" and in Marathi newspaper "Mumbai Lakshadweep" on Wednesday, 23rd November, 2016.

- 1.3 Particulars of all the Postal Ballot Forms received from the members have been entered in a register separately maintained for the purpose.
- 1.4 All Postal Ballot Forms received upto the close of working hours of 22nd December, 2016, being the last date and time fixed by the Company for receipt of the forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened on 22nd December, 2016 after 05.00 P.M. in my presence and scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on Friday, 4th November, 2016.
- 1.6 The e-voting period commenced on Wednesday, 23rd November, 2016 (09.00 A.M. IST) and ended on Thursday, 22nd December, 2016 (05.00 P.M. IST) through National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facility for Postal Ballot Process.
- 1.7 The data for e-voting was downloaded after the e-voting module was disabled by NSDL on Thursday, 22nd December, 2016 (05.00 P.M. IST).
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
- 1.9 The Company has not received any envelopes containing Postal Ballot form after Thursday, 22nd December, 2016 (05.00 P.M. IST).
- 1.10 44 Envelopes were returned undelivered containing Postal Ballot form for Notice dated 25th October, 2016.



3. The summary of the voting through Postal Ballot Forms received and electronic means is as follows:

Resolution No.1

Particulars		Special Resolution for Amending Objects Clause of the Memorandum of Association of the Company.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17891920	17891920	100.00	17891920	0	100.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total (A)	17891920	17891920	100.00	17891920	0	100.00	0.00
Public-Institutions	E-Voting	4249004	1216913	28.64	1216913	0	100.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total (B)	4249004	1216913	28.64	1216913	0	100.00	0.00
Public - Non Institutions	E-Voting	5041315	523853	10.39	523246	607	99.88	0.12
	Postal Ballot		2226	0.04	2226	0	100.00	0.00
	Total (C)	5041315	526079	10.44	525472	607	99.88	0.12
Total (A+B+C)		27182239	19634912	72.23	19634305	607	99.997	0.003
Result: May be considered passed with requisite majority								



Resolution No.2

Particulars		Special Resolution for amending Clause IV of the Memorandum of Association of the Company.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17891920	17891920	100.00	17891920	0	100.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total (A)	17891920	17891920	100.00	17891920	0	100.00	0.00
Public-Institutions	E-Voting	4249004	1216913	28.64	1216913	0	100.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total (B)	4249004	1216913	28.64	1216913	0	100.00	0.00
Public - Non Institutions	E-Voting	5041315	523953	10.39	523331	622	99.88	0.12
	Postal Ballot		2226	0.04	2226	0	100.00	0.00
	Total (C)	5041315	526179	10.44	525557	622	99.88	0.12
Total (A+B+C)		27182239	19635012	72.23	19634390	622	99.997	0.003
Result: May be considered passed with requisite majority								



You may accordingly declare the result of the voting by Postal Ballot and Remote E-Voting.

Thanking You

For Manish Ghia & Associates
Company Secretaries



A handwritten signature in blue ink, appearing to read "m.ghia".

CS Manish L. Ghia
Partner

M. No. FCS 6252 C. P. No. 3531

Place: Mumbai

Date: 23rd December, 2016

Countersigned by

A handwritten signature in blue ink, appearing to read "Dinesh".



Chairman/ Authorized Person
Shemaroo Entertainment Limited

Place: MUMBAI

Date: 23/12/2016