



SHEMAROO ENTERTAINMENT LIMITED

CIN: L67190MH2005PLC158288

Reg. Office: Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (East), Mumbai – 400059
Tel: +91 22 4031 9911; Fax: +91 22 28519770; Email: investors_services@shemaroo.com, Website: www.shemarooent.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

The Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws and regulations, that the resolutions appended below are proposed to be passed as Special Resolutions by means of Postal Ballot / Electronic Voting (e-voting).

The explanatory statement pertaining to the said resolutions setting out the facts concerning each item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company have appointed CS Manish L. Ghia, Partner of M/s. Manish Ghia & Associates, Mumbai, Company Secretaries, (Certificate of Practice No. 3531) as the Scrutinizer for scrutinizing the postal ballot and e-voting process in a fair and transparent manner and National Securities Depository Limited ("NSDL") as agency in respect of providing the facility of e-voting for the postal ballot.

Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope. Postage of such envelope(s) will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:00 P.M. IST on Thursday, December 22, 2016, to be eligible for being considered as valid, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman, or such other person as may be authorised by him, after the completion of the scrutiny of the postal ballots (including e-voting). The results of the postal ballot shall be declared on or before Saturday, December 24, 2016 (05:00 P.M. IST) and displayed on the Notice Board of the Company at its Registered Office besides being communicated to the Stock Exchanges on which the Equity Shares of the Company are listed. The results will also be displayed on the website of the Company i.e. www.shemarooent.com and e-voting website i.e. www.evoting.nsdl.com for the information of the Members.

The last date for the receipt of duly completed Postal Ballot Forms or e-voting i.e. Thursday, December 22, 2016, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

SPECIAL BUSINESS:

ITEM NO. 1: Amendments to Objects Clause of the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Mumbai, Maharashtra, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as “the Board”, which includes any of duly constituted Committee of Directors/Executive Committee) is authorised to accept, as it may deem fit, the consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association of the Company:-

1. The words 'Companies Act, 1956' in the existing Memorandum of Association shall be substituted with the words 'Companies Act, 2013', except to the extent of the Act under which the Company was incorporated and the references to various sections of the Companies Act, 1956 be replaced with the references to the corresponding sections of the Companies Act, 2013, in the Memorandum of Association of the Company, wherever required under the applicable provisions.
2. Part A of the Objects Clause (Clause III) shall now be titled as - “The Objects to be pursued by the Company on its Incorporation are:”
3. Part B of the Objects Clause (Clause III) shall now be titled as – “Matters which are necessary for furtherance of the Objects specified in Part A are:”
4. Clauses under Part A and Part B of the Objects Clause (Clause III) shall be re-numbered starting from 1, wherever required.
5. Following new Clause 4 be inserted after existing Clause 3 under Part A of the Objects Clause (Clause III):

“4. To receive, buy, sell, procure, develop, produce, commission, decrypt, aggregate, turn around, encrypt and distribute various kinds of entertainment contents/software (programmes); data for their aggregation, exhibition, distribution, dissemination and broadcasting on TV channels / TV signals / video and audio signals, be it satellite TV channels or terrestrial TV channels or cable channels/network, IP and Mobile Television, or Direct-to-Home broadcasting, through any mode of technologies; including distribution and dissemination at any events of corporate, individuals and to organize, manage, promote celebrity management, award nights, star nights, shows, fashion shows, entertainment shows, music shows, exhibitions, events, cultural and luxury events, government and private events, fairs, expositions, seminars, concerts, parties; and to purchase or acquire, take over otherwise or renew recipes, reproduce, formulae, licenses, trademarks, patents, designs and all information as to the process of manufacturing and the right to manufacture/to manufacture of all substances, stationary, commodities, articles, merchandise, clothes, goods and things or deal in and to undertake the necessary activities to promote sales of such goods, services and merchandise manufactured/dealt with/provided by the Company and to act as brand owner, licensee, franchisee, representative or distributors; and to conduct classes, seminars, demonstrations, impart education and training programmes, develop and establish studio, institution, classes in the field of entertainment, films production and distribution industry and any business as may be incidental or necessary for the achievement of Company's object.”

6. Following new Clauses 39 to 50 be inserted after existing Clause 37 under Part B of the Objects Clause (Clause III):
39. To carry on the business of film manufacturers, film apparatus, film producers; both sound and silent, hippodrome and circus proprietors, managers of cinema houses, theatres, concerts halls, picture places and studios and the business of letting or sub-letting to use of cinema halls, theatres, picture places, studios or other machinery, apparatus, building or structure of the Company for purposes of use, execution, display of films, dramatic or theatrical performances, concerts or other entertainment or amusements or objects allied to or of similar kind as of the Company and to provide for the production, direction, exhibition, display, whether by mechanical means or otherwise of plays, open-air or other theatrical performances, operas, vaudevilles, ballets, pantomimes, juggling, mesmeric, yogic, hypnotic, spectacular, etc.
 40. To provide consultancy services relating to entertainment, films production and distribution, telecommunication, channel & content, satellite, transponder, communication, broadcasting network systems, mobile systems, telephony, information technology and exploiting software associated with provision, techniques, techniques of production, advertising, publicity material, cost and quality control, and acting as advisors and consultants on all matters relating to entertainment, films production and distribution industry.
 41. To manufacture, assemble, put to place, set up, plant, establish, develop, acquire, purchase, launch, re-launch, hire, lease, timeshare, manage, maintain, operate, run, replace, sell, upgrade, or otherwise commercially exploit, ground station assets, satellite transponders, control sections, via uplink or downlink or otherwise for the purpose of transmitting, relaying, telecommunicating, broadcasting, narrowcasting, telecasting, any form of radio, video signals both terrestrially and/or spatially.
 42. To act as advertising and publicity agents and contractors and for this purpose to purchase sell, sponsor, hire, charter, manage, acquire, undertake, hold, provide and promote, publicity or advertising time-space or opportunity on any channel, radio station, internet, broadcasting center, television center, video cassettes, audio cassettes, hoardings, neon signs, electronic display board, cinema cable network, newspapers, magazines, souvenirs and all other present and feature medias or display devices.
 43. To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 and Rules made thereunder or in such other manner as the Company deems fit.
 44. To create any Incubation fund and/or center and create, promote, participate and provide an integrated package of work space, shared office services, access to content, secretes, trademark, copyrights, access to specialized equipment along with value added services like fund raising, legal services, business planning, technical assistance and networking support or any support to encourage, conceptualize, commercialize any ideas and opportunities including but not limited to idea generation and discovery, idea selection, idea implementation and idea diffusion and also support process that accelerates the successful development of startup and fledgling companies / ideas and whatsoever conducive to the interest and to the objects of the Company.
 45. To develop, provide, undertake, design, distribute, market, license and deal in systems and application software and act as service provider and undertake any and all kinds of internet / web / mobile based activities and transactions to provide basic and value added service with or without contents, films, songs, video, resource planning, e-commerce, value added products and other business applications to users of computer, telecom, digital, mobile and other electronic and digital equipments and provide solutions / packages / services through applications services via internet or otherwise as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.

46. To carry on the business of producing, distributing and exhibiting, films or manufacturing, leasing, and dealing in cameras, projectors and photographic equipment and materials and to manufacture, hire purchase, finance or lease, deal in radio sets, television sets, radio receiving and transmitting sets, transistors, tape recorders, cassette tapes, toys, educational aids, video, video tapes and their accessories, components, parts, wireless apparatus, all durable, industrial and commercial properties, assets, vehicles, machinery, equipment, tools, instruments, machinery and appliances of all descriptions.
 47. To own, construct, run, manage, take on lease or in exchange or otherwise, acquire any lands with or without any structure thereon and any interest or rights therein, render technical advice in construction and running of and to carry on business of theme restaurant and resort, motels, hotels, beach resorts, health resorts, restaurants, cafes, inns, guest houses, taverns, refreshment rooms, theme park, amusement park, wonder park, canteens and to run night clubs, club houses and to provide facilities such as dressing rooms, libraries, indoor and outdoor games, swimming pools, recreation rooms, bars, beauty shops, massage parlor, laundry, exhibition, entertainment, television, video shows, cinemas and operas.
 48. To undertake the business of holiday makers, travels and arrange, organise or manage picnics, tours and travel, holidays, entertainment, fashion shows, musical evenings, fashion and talent parade, film tour, all kind of guided tour and to facilitate travelling and to provide tourists and travellers all types of facilities for comfortable holiday by making arrangements of tickets, circular tickets, sloping cars, berths, vehicles, hire rooms, hotel booking, boarding and / or lodging facilities and making provisions for guides, safe deposits, tourist information service, baggage safety, transport and to organise religious, educational, sightseeing and other activities connected with the holidays, tours and travels.
 49. To provide any solutions, services, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, license or otherwise through any technologies, Internet and E-commerce and through any networks and create any platform treated as market including any form for buying, selling, trading and dealing.
 50. To indemnify officers, directors, agents, and employees of the Company against proceedings, costs, damages, claims, and demands in respect of anything, done by them for and in the interest of the Company or for any loss, damages or misfortune which shall happen in execution of the duties of their office or in relation thereto.
7. Part C of the Objects Clause (Clause III) titled as "Other Objects" comprising of the existing Clauses 38 to 65 of the Memorandum of Association of the Company be deleted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps to obtain consent(s) from requisite authority(ies) in respect of the aforesaid alteration(s) of the Object Clause of the Memorandum of Association of the Company and to agree to such modification, terms and conditions in the proposed new clauses as may be directed by the said authority(ies) and to modify the same accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions as maybe necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

ITEM NO. 2: Amendment to Clause IV of the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Maharashtra, Mumbai, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as “the Board”, which includes any of duly constituted Committee of Directors/Executive Committee) is authorised to accept, as it may deem fit, the consent of the members of the Company be and is hereby accorded for effecting the alteration of existing Clause IV of the Memorandum of Association of the Company by substituting the existing Clause IV with the following new Clause IV:

Clause IV - “The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

By Order of the Board
For Shemaroo Entertainment Limited

Place: Mumbai
Date: October 25, 2016

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, November 04, 2016. The Postal Ballot Notice is being sent to members in electronic form to the e-mail addresses registered with the Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by courier along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 04, 2016 will be considered eligible for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purpose only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. Member(s) can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form(s) shall be treated as invalid.
6. In case a Member who wishes to vote through Physical Postal Ballot Form, it can be downloaded from the Company's website www.shemarooent.com or seek duplicate Postal Ballot Form from the Company.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, November 04, 2016. Voting period commences on Wednesday, November 23, 2016, 09:00 A.M. IST and ends on Thursday, December 22, 2016 at 05.00 P.M. IST.
8. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorised representatives', with proof of their authorization.
9. Members are also requested to carefully read the instructions printed on the Postal Ballot Form before exercising their physical vote and return the duly completed form in the enclosed self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer at the Corporate Office of the Company at Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E), Mumbai – 400059, on or before 05:00 P.M. IST on Thursday, December 22, 2016. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if no reply is received from the member.
10. The Scrutinizer will submit his report to the Chairman / such other person authorized by him after the completion of scrutiny, and the result of the voting by postal ballot will be declared on or before Saturday, December 24, 2016 (05:00 P.M. IST) at the Registered Office of the Company and shall also be displayed on the Company's website i.e. www.shemarooent.com and communicated to the Stock Exchanges where the shares of the Company are listed, Depository(ies) and Registrar and Share Transfer Agents on the said date.
11. Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to Ms. Tanushree Rauth, Associate Client Co-ordinator, Link Intime (India) Private Limited, Unit: Shemaroo Entertainment Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078, India by sending an e-mail at tanushree.rauth@linkintime.co.in.

12. In accordance with the requirements of Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act 2013, read with the related Rules, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their vote electronically for the resolution proposed to be passed through postal ballot. The Company has engaged NDSL to provide e-voting facility to its members. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail the facility at his/her/its discretion, subject to compliance with the instructions as mentioned hereunder:

The instructions for voting through electronic means are as under:

- A. In case of a Member receiving e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting 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 you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.co.in and investors_services@shemaroo.com.
- B. For members whose e-mail IDs are not registered with the Company / Depository Participants(s) and who receive the physical copy of the Notice, the following instructions may be noted:
- (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
- C. Other Instructions:
- (i) The e-voting period commences on Wednesday, November 23, 2016 (09:00 A.M. IST) and ends on Thursday, December 22, 2016 (05:00 P.M. IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 04, 2016, 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 a Member, he or she shall not be allowed to change it subsequently.

- (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 AND 2:

With regulations and technology changing day by day, it is your Company's constant endeavors' to expand its scope of activities and operations, to be in tune with the new technologies/new trends and grab the business opportunities available on existing and emerging platforms. The proposed alterations in the Objects Clause of the Memorandum of Association ("MOA") shall enable the Company to expand its activities and monetization through diversified platforms on a worldwide basis. The Board of the Company is of the opinion that, this expansion of business will help the Company to address scalability and sustainability, ultimately resulting in profitability, which shall prove beneficial to the stakeholders in addition to the Company.

The existing MOA contains references to specific Sections of the Companies Act, 1956. With the enforcement of the Companies Act, 2013, the various provisions of the Companies Act, 1956 have become ineffective and in view of the same the MOA of the Company needs to be re-aligned as per the provisions of the Companies Act, 2013.

In terms of Section 13 of the Act, the alteration / substitution of MOA requires approval of the members by means of Special Resolution. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of members shall be taken through Postal Ballot for amending the Objects Clause and Liability Clause of MOA of the Company. Hence the approval of the members is being sought through Postal Ballot.

The Board of Directors at its meeting held on October 25, 2016 has accorded its approval for alteration / substitution of MOA. Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolutions as set out at Item No. 1 and 2 of the Notice.

The proposed amended MOA of the Company is available on the website of the Company for perusal by the Shareholders. A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) between 02.00 P.M. to 04.00 P.M. up to December 22, 2016 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, deemed to be concerned or interested financially or otherwise in the resolutions as set out at Item No. 1 and 2 of the Notice.

You are requested to communicate your assent or dissent for the aforesaid Special Resolution(s), in accordance with the instructions set out herein.

By Order of the Board
For Shemaroo Entertainment Limited

Place: Mumbai
Date: October 25, 2016

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