

## CORPORATE GOVERNANCE REPORT

Name of the entity: Shemaroo Entertainment Limited

Quarter ending: June 2016

### I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr. / Ms.)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Buddhichand Maroo	00169319	AADPM7186L	Chairperson	26-05-2008	NA	0	0	0
Mr.	Raman Maroo	00169152	AABPM4277A	Executive	01-01-2016	NA	1	0	0
Mr.	Atul Maru	00169264	AABPM4278R	Executive	01-01-2016	NA	0	1	0
Mr.	Hiren Gada	01108194	AAGPG7553E	Executive	01-01-2016	NA	0	1	0
Mr.	Jai Maroo	00169399	AADPM5943P	Non - Executive	26-05-2008	NA	0	0	0
Mrs.	Dr. (CA) Reeta Shah	07141304	AABPS6526L	Independent	28-03-2015	15 months	1	0	1
Mr.	Gnanesha Gala	00093008	ACZPG9111F	Independent	26-05-2014	25 months	1	1	1
Mr.	Kirit Gala	01540274	ADTPG2708D	Independent	26-05-2014	25 months	1	1	0
Mr.	Vasanji Mamania	00013071	AAMP4503C	Independent	26-05-2014	25 months	1	0	0
Mr.	Shashidhar Sinha	00953796	AMHPS6278B	Independent	26-05-2014	25 months	2	1	0

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

*As*



## II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) S
Audit Committee	Mr. Gnanesh Gala	Chairperson / Independent
	Mr. Kirit Gala	Independent
	Mr. Hiren Gada	Independent
Nomination & Remuneration Committee	Mr. VasANJI MamanIA	Chairperson / Independent
	Mr. Shashidhar Sinha	Independent
	Mr. Jai Maroo	Non - Executive
Risk Management Committee	Not Applicable	
Stakeholders Relationship Committee	Dr. (CA) Reeta Shah	Chairperson / Independent
	Mr. Shashidhar Sinha	Independent
	Mr. Atul Maru	Executive

## III MEETING OF BOARD OF DIRECTORS

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
22-01-2016	06-05-2016	104

## IV MEETING OF COMMITTEES

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
06-05-2016	Yes	22-01-2016	104

\* This information has to be mandatorily be given for audit committee. for rest of the committees giving this information is optional

*As*

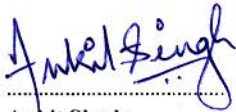


#### V RELATED PARTY TRANSACTIONS

Sr. No.	Subject	Compliance status (Yes/ No / NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### VI AFFIRMATIONS

Sr. No.	Subject	Compliance status (Yes / No / NA)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a.	Audit Committee	Yes
b.	Nomination & remuneration committee	Yes
c.	Stakeholders relationship committee	Yes
d.	Risk management committee (applicable to the top 100 listed entities)	NA
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



**Ankit Singh**

**Company Secretary & Compliance Officer**

**Membership No.: F8438**

