

CORPORATE GOVERNANCE REPORT

Name of the entity: Shemaroo Entertainment Limited

Quarter ending: September 2016

I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr. / Ms.)	Name of the Director	DIN	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	Chairperson	26.05.2008	NA	0	0	0
Mr.	Raman Maroo	00169152	Executive	01.01.2016	NA	1	0	0
Mr.	Atul Maru	00169264	Executive	01.01.2016	NA	0	1	0
Mr.	Hiren Gada	01108194	Executive	01.01.2016	NA	0	1	0
Mr.	Jai Maroo	00169399	Non - Executive	26.05.2008	NA	0	0	0
Mrs.	DR. CA Reeta Shah	07141304	Independent	28.03.2015	60 months	1	0	1
Mr.	Gnanesh Gala	00093008	Independent	26.05.2014	60 months	1	1	1
Mr.	Kirit Gala	01540274	Independent	26.05.2014	60 months	1	1	0
Mr.	Vasanji Mamania	00013071	Independent	26.05.2014	60 months	1	0	0
Mr.	Shashidhar Sinha	00953796	Independent	26.05.2014	60 months	2	1	0

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

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II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) \$
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)
06-05-2016	03-08-2016	88

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*
03-08-2016	Yes	06-05-2016	88

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

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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

Notes 1. Ms. Smita Maroo - Senior VP Animation, Kids, Digital, L&M Department, holding office or place of profit was re- appointed at the 11th AGM of the Company for term of five years.

2. Ms. Kranti Gada - Senior VP New Business Development Department, holding office or place of profit was re-appointed at the 11th AGM of the Company for term of five years.

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

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ANNEXURE III

Board Heading	Regulation Number	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-

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

