

Ref No.: SEL / Reg. 27 – LODR / July-2017/ 01

July 10, 2017

The Secretary,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E), Mumbai-400051.
NSE Symbol: SHEMAROO

Dear Sir/Madam,

Sub: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019

Re: Submission of Compliance Report on Corporate Governance for the Quarter ended June 30, 2017 (Q1).

Pursuant to the provision of Reg. 27 of the SEBI (LODR), Regulations, 2015, please find enclosed compliance report on Corporate Governance for the Quarter ended June 30, 2017 (Q1).

This is for your information and records.

The same shall also be disseminated on the website of the Company at www.shemarooent.com

Thanking you,

Yours faithfully,

For Shemaroo Entertainment Limited



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

Encl.: A/a

CORPORATE GOVERNANCE REPORT

Name of the entity: Shemaroo Entertainment Limited

Quarter ending: June 2017

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 Mamanja | 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.






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) |
|---|---|---|
| 06-02-2017 | 09-05-2017 | 91 |

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* |
|---|---|---|---|
| 09-05-2017 | Yes | 06-02-2017 | 91 |

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



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 |

Dipesh U. Gosar



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

