CODE OF CONDUCT

FOR

PREVENTION OF INSIDER TRADING

OF

SHEMAROO ENTERTAINMENT LIMITED

(Effective from April 01, 2019)
(Amended on May 10, 2022 & November 5, 2025)

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INTRODUCTION

The Company has formulated code of conduct for prohibition of Insider Trading together with other relevant information and documents pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015. These regulations are notified to replace the earlier framework of SEBI (Prohibition of Insider Trading) Regulations, 1992 which are in place for the past two-decades. Further to strengthen the legal framework to Prohibition of Insider Trading, SEBI has amended the SEBI (Prohibition of Insider Trading) Regulations, 2015 vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

To ensure that your trading in the Securities of the Company while in possession of **UNPUBLISHED PRICE SENSITIVE INFORMATION** does not result into unfair gains to any one vis-à-vis the ordinary investor, SEBI had notified the new Regulations.

Vide this Regulation, it is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about the company by virtue of any connection that would put them in possession of unpublished price sensitive information.

You are aware that by virtue of your position in / professional or business relationship with Shemaroo Entertainment Limited, it is believed that you may have access to the **UNPUBLISHED PRICE SENSITIVE INFORMATION** in relation to the Company.

This Code, inter alia, advises you on how to regulate your dealings in Company's securities and communication / procurement of **UNPUBLISHED PRICE SENSITIVE INFORMATION** in relation to the Company in the best interest of the ordinary investor, the Company and of course, you.

We wish you a happy and trouble-free trading in the securities of the Company!

1. PREAMBLE:

In line with the commencement of Companies Act, 2013, the Securities and Exchange Board of India ("SEBI") vide its notification no. LAD-NRO/GN/2014-15/21/85 dated January 15, 2015 notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "Regulations"). Pursuant to sub-regulation (1) of regulation 9 of the said Regulations, the Board of Directors of the Company is required to formulate and publish on its official website, a code of conduct to regulate, monitor and report trading by Designated Persons towards achieving compliance with these Regulations.

This Code shall be known as "Shemaroo Entertainment Limited Code of Conduct for Prevention of Insider Trading" (hereinafter referred to as the "Code") and will replace the erstwhile code to bring in line with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013 ('The Act')**.**

This Code has been duly approved by the Board of Directors at their meeting held on May 06, 2015 effective on May 15, 2015.

Now, Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, certain amendments have been incorporated in the Code, which have been approved at Board Meeting held on January 30, 2019 and shall come into force from April 01, 2019 And its further amended on May 10, 2022.

Due to subsequent changes in the applicable laws, this code is amended on November 5, 2025 with Board`s approval.

2. OBJECTIVE OF THE CODE:

The objective of the Code is to regulate, monitor and report trading by Designated Persons and other Connected Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code shall also provide for practices and procedures for fair disclosure of unpublished price sensitive information and has been designed to enhance the standards of governance in adherence with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every Persons of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

3. *APPLICABILITY:*

This Code shall apply to all Designated Persons/Insiders as mentioned in this Code.

4. *DEFINITIONS:*

The objective of the Code is to regulate,

4.1 **“SEBI Act”** or **“Act”** means the Securities and Exchange Board of India Act, 1992.

4.2 **“Code”** or “**Code of Conduct”** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders of Shemaroo Entertainment Limited as amended from time to time.

4.3 **“Company”** means Shemaroo Entertainment Limited (CIN: L67190MH2005PLC158288).

4.4 **“Compliance Officer”** means the Company Secretary or such other senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company or the head of an organization, as the case may be.

Explanation – For the purpose of this Code, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

4.5 **“Connected Person”** means:

i. any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

a) a relative of connected persons specified in clause (i); or

b) a holding company or associate company or subsidiary company; or

c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or

d) an investment company, trustee company, asset management company or an employee or director thereof; or

e) an official of a stock exchange or of clearing house or corporation; or

f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

h) an official or an employee of a self-regulatory organization recognized or authorized by the SEBI; or

i) a banker of the Company; or

j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent (10%), of the holding or interest; or

k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or

l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

4.6 **"Designated Persons"** shall include: (i) Promoters of the Company, (ii) All Directors of the Company and its subsidiaries, whether executive, non-executive or independent; (iii) Chief Financial Officer, Company Secretary and Compliance Officer of the Company; (iv) Chief Executive Officer and Employees upto two levels below of Chief Executive Officer of the Company and its Material subsidiaries, (v) Chief Operating Officer and Key Managerial Personnel (KMP) of the Company; (vi) Members of Executive Working Group; (vii) Every Employee in the Finance, Accounts, Secretarial, Legal, IT, Taxation and Compliance Department, Marketing and Communications Department and Public Relations department and executives and executive secretaries of the Directors of the Company, and every individual who may reasonably be expected to have access to unpublished price sensitive information in relation to the company, (viii) all the Connected Persons designated on the basis of their functional role from time to time, (ix) Auditors of the Company (x) any other employee / person as may be determined and informed by the Compliance Officer from time to time, (xi) Immediate Relatives of (i) to (x) above.

4.7 "**Director**" means a member of the Board of Directors of the Company, from time to time.

4.8 **Employee"** means every employee of the Company including the Directors in the employment of the Company.

4.9 "**Fiduciaries**" means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company.

4.10 **“Generally Available Information”** means information that is accessible to the public on a non- discriminatory basis. Information published on the website of a stock exchange and Company would ordinarily be considered generally available.

4.11 **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

4.12 “**Insider**” means any person who is:

i. A connected person; or

ii. In possession of or having access to unpublished price sensitive information

4.13 **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.

4.14 **“Material Subsidiary”** shall have the meaning assigned to it under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any modification thereof.

4.15 **“Need to Know”** basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

4.16 **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

4.17 “**relative**” shall mean the following:

(i) spouse of the person;
(ii) parent of the person and parent of its spouse;
(iii) sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed at sub-clause (iv)

4.18 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;

4.19 **“Sensitive Transactions”** shall mean any proposed / ongoing transaction or activity of and relating to the Company (including its Subsidiary, Holding & Associate Companies) and/or its securities, directly or indirectly, information of which is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the transaction(s) and/or events as mentioned in the definition of UPSI of this Code.

4.20 **“Specified Persons”** means the Directors, connected persons, the insiders, the Designated Employees, the Promoters and Immediate relatives are collectively referred to as Specified Persons.

4.21 **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

4.22 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly; Trading is defined widely to include “dealing in securities”.

4.23 “**Trading Day**” means a day on which the recognized stock exchanges are open for trading;

4.24 **“Unpublished Price Sensitive Information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming general available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

i. financial results;

ii. dividends;

iii. change in capital structure;

iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and

v. changes in key managerial personnel;

vi. change in rating(s), other than ESG rating(s);

vii. fund raising proposed to be undertaken;

viii. agreements, by whatever name called, which may impact the management or

control of the company;

ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;

xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;

xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations").

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Listing regulations as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Listing Regulations shall be applicable.

5. COMPLIANCE OFFICER:

5.1. The Company Secretary of the Company shall be the Compliance Officer for the purpose of this Code, who shall work subject to guidance of the CEO and/or Chairman & Managing Director of the Company.

5.2. The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.

5.3. A Record of Designated Employees shall be maintained by the Human Resource Department under the overall supervision and control of the Compliance Officer and changes taking place in the list from time to time shall be incorporated therein.

5.4. The Compliance Officer shall provide any clarifications with regard to the implementation of this Code.

5.5. In the absence of Compliance Officer, Mr. Hiren Gada, CEO of the Company shall act as the Compliance Officer. In absence of him and the Compliance Officer, both, any of the Senior Official of the Company, as designated, shall act as the Compliance Officer.

6. COMMUNICATION / PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

6.1. All Insiders, who are essentially in possession of unpublished price sensitive information, are under the obligation to handle such information with care and deal with the information (in their possession) when transacting their business strictly on need to know basis.

6.2. No Insider shall communicate, provide, or allow access to any unpublished price sensitive information relating to the Company to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

All information shall be handled within the organization on a need-to-know basis and no unpublished price

sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations. The procedure and process for permitting any designated person to "Cross the wall" shall be followed in accordance with point no. 11 of this Code.

6.3. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

i. an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company; or

ii. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

6.4. The Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

6.5. No Insider shall procure from or cause the communication by any Insider of unpublished price sensitive information, relating to the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6.6. Any Insider who induces or unlawfully procures unpublished price sensitive information, which is not in furtherance of one's legitimate duties and discharge of obligations, would be illegal.

6.7. All non-public information directly received by any employee should immediately be reported to the head of the department.

6.8. Limited access to confidential information: Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

No Insider shall trade in Company's Securities at any time when he/she is in possession of any unpublished price sensitive information. Such insider shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of Company's Securities.

7. PROHIBITION OF INSIDER TRADING:

7.1. No insider shall trade in securities of the Company when in possession of unpublished price sensitive information. Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

i. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of points mentioned in Clause 6 above and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under clause 6.4 and such off-market trades shall be reported by the insiders to the Company within two working days.

ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of Clause 6 above and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under clause 6.4

iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

iv. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

v. in the case of non-individual insiders who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade;

vi. appropriate and adequate arrangements were in place to ensure that this Code is not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached; and

vii. the trades made by insiders were pursuant to a trading plan submitted to the Company.

7.2. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on SEBI.

8. IDENTIFICATION AND DIGITAL DATABASE OF RECIPIENT OF UPSI:

8.1. All the unpublished price sensitive information shall be identified, and its confidentiality shall be maintained as per the requirements of this Code and PIT regulations.

8.2. The Company shall make individuals aware of the duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information, and the liability attached in case of misuse or unwarranted use of such information

8.3. A structured digital database of such persons or entities as the case may be with whom information is shared under this regulation shall be maintained by the Insider/Company, which shall contain the following information:

1) Name of such recipient of UPSI;
2) Name of the Organization or entity to whom the recipient represents;
3) Postal Address and E-mail ID of such recipient; and
4) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

8.4. Databases shall be maintained with adequate internal controls and such as time stamping and audit trails to ensure non-tampering of the database.

8.5. Confidentiality agreements shall be signed or notice shall be served to all such employees and persons, to whom such unpublished price sensitive information is being shared.

9. TRADING WINDOW AND WINDOW CLOSURE:

9.1. The Company shall specify a period, to be called "Non-Trading Period", for Trading in the Company’s Securities. Any other period shall be Trading Period for the purpose of the Code. Designated Persons and their immediate relatives shall not Trade in the Company’s securities when the trading window is closed except when the Trading Plan is approved by the Compliance Officer.

9.2. The Compliance Officer shall by way of e-mail, communicate the date of the Board Meeting to the Designated Persons. It shall be their duty to communicate the Non- Trading Period to their Immediate Relatives.

9.3. Trading Window shall be closed from the end of every quarter till 48 hours after the declaration of financial results and in case of the following events or any material, price sensitive and unpublished event, the Trading Window shall be closed from the date of circulation of such agenda for the meeting of the Board of Directors / Committee of Directors :

a) Issue of Securities

b) Change in capital structure

c) Buy back and splitting of securities

d) Dividends

e) Change in key managerial personnel

f) Significant expansion plans or new projects

g) Acquisition, amalgamation, merger, takeover of companies businesses

h) Disposal of whole or substantially the whole of the undertaking

i) Significant changes in plans or operations of the Company

j) Material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The trading window shall open 48 hours after close of the Board meeting at which decisions in respect of the above events are taken or after the information in respect of the above events is made public, whichever is later.

9.4. Additionally, the trading window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

9.5. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

9.6. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trade is above 2,500 (Two Thousand Five Hundred) securities or above Rs. 5 (Five) Lakhs (market value), whichever is less.

9.7. All Designated Persons shall conduct all their trading in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, or during any other period as may be specified by the Company from time to time.

9.8. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

9.9. The Compliance Officer shall determine the timing for re-opening of the trading window after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

10. PRE-CLEARANCE OF TRADES:

10.1. All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trade is above 2,500 (Two Thousand Five Hundred) securities or above Rs. 5 (Five) Lakhs (market value), whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he/she or their immediate relatives shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

A. An application may be made in the prescribed Form (Annexure 1) to the Compliance officer indicating the estimated number of securities that the Specified persons intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

B. An undertaking as per Annexure 2 shall be executed in favour of the Company by such Specified Employee incorporating, *inter alia,* the following clauses, as may be applicable:

- That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- That in case the Specified persons has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- That he/she has made a full and true disclosure in the matter.

10.2. All Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given by the Compliance Officer as per Annexure 3. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the form as per Annexure 4. In case the transaction is not undertaken, a report to hat effect shall be filed in Annexure 5.

10.3. If the order is not executed within seven days after the approval is given, the Designated Persons must seek fresh pre-clearance to execute the trade(s).

10.4. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

10.5. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the

Trading window is closed.

11. TRADING PLAN:

11.1. **Trading Plan:**

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

The above Trading plan would provide an opportunity to the Insiders, who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner. This would enable the formulation of a trading plan by an insider to enable him/her to plan for trades to be executed in future. By doing so, the possession of unpublished price sensitive information when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he/she had pre-decided even before the unpublished price sensitive information came into being.

11.2. **Trading Plan** shall:

i. not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;

ii. not entail overlap of any period for which another trading plan is already in existence;

iii. set out following parameters for each trade to be executed:

(i) either the value of trade to be effected or the number of securities to be traded;

(ii) nature of the trade;

(iii) either specific date or time period not exceeding five consecutive trading days;

(iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent lower than such closing price.

iv. not entail trading in securities for market abuse.

11.3. The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, the Compliance Officer shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

11.4. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan.

11.5. However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation.

11.6. Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider the trade shall not be executed.

11.7. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval

12. TRADING BY PORTFOLIO MANAGERS:

12.1 This Code is also applicable to insiders who engage Portfolio Managers to trade in shares and hence the insiders are expected to take due precaution while trading in securities through Portfolio Managers by:

- Informing Portfolio Managers about closure of trading window.
- Ensuring to seek pre-clearance, wherever applicable, when the Portfolio Manager proposes to trade in the Company's shares exceeding threshold limit and also make continual disclosures, wherever applicable, as provided in this Code.
- Ensuring that the portfolio manager abides by the requirement of minimum holding period and not do contra trade as provided in this Code.
- Prohibiting the Portfolio manager to trade in securities of Company at his own discretion or when the Insider is in possession of UPSI.

Despite the above, if any trading is done by portfolio managers, it will be treated as trading done by the Insider, and therefore the insider will be held responsible for any such non-compliance and subject to such penalties as specified in this Code.

13. CHINESE WALL:

13.1. To prevent misuse of Unpublished price sensitive information, the Company shall strive maintaining a "Chinese Wall" which separates the areas within the Company, which routinely have access to Confidential Information, considered "Inside Areas" from those Areas which deal with Sale / Marketing / Investment Advice or other Departments providing Support Services, considered "Public Areas".

13.2. The insiders in the Inside Area shall not communicate any Price Sensitive Information to anyone in Public Area.

13.3. Demarcation of the various Departments as Inside Area may be implemented by the Company.

13.4. In exceptional circumstances, Employees from the Public Areas may be brought "Cross the Wall" and given Confidential Information on the basis of "Need to Know" Criteria, under Intimation to the Compliance Officer.

14. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

- **Initial Disclosure:**

14.1. Every Promoter/ Key Managerial Personnel and Director of the Company shall disclose his/her holding of securities in the Company within thirty days from May 15, 2015, being effective date of this Code, in the prescribed format. (Annexure 6).

14.2. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, in the prescribed format. (Annexure 7)

14.3. Every promoter, designated person and director of the Company shall disclosed the names of educational institutions from which they have graduated/studied and names of their past employers shall also be disclosed on a one time basis.

- **Continual Disclosure:**

14.4. Every promoter, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10, 00,000 (Rupees Ten Lakhs only). (Annexure 8

- **Annual Disclosure:**

14.5. Every Designated Person shall report his holdings in securities of the Company as on March 31, on an annual basis, by April 30 of the subsequent calendar year (Annexure 10). NIL Statement of holdings is not required to be submitted.

14.6. Every Designated Person shall disclose to the Company the names and Permanent Account Number or any other identifier authorized by law of the following persons on an annual basis and as and when the information changes:

i. Immediate Relatives.

ii. persons with whom such Designated Person(s) shares a material financial relationship

iii. Phone, mobile and cell numbers which are used by them.

The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

- **Disclosures by other connected persons:**

14.7. The Compliance Officer may ask any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the Compliance Officer of the Company or Board of Directors of the Company in order to monitor compliance with these regulations. (Annexure 9)

- **Disclosure by the Company to the Stock Exchange(s):**

14.8. The Company shall notify the particulars of such trading to the stock exchange on which the securities of the Company are listed within two trading days of receipt of disclosure or from becoming aware of such information.

The disclosure of incremental transactions after any disclosure has been made by the Company shall be made when the transactions effected after the prior disclosure cross the threshold limit of Rs.10 Lakhs.

15. PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS

15.1 Chairman & Managing Director and/or CEO and/or CFO and/or Company Secretary of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partner, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following;

i. in the ordinary course of business.

ii. in furtherance of performance of duty(ies);

iii. for discharge of legal obligation(s).

iv. for any other genuine or reasonable purpose as may be determined by the CIRO of the Company

v. for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

16. INTIMATION OF DUTIES AND RESPONSIBILITIES AND THE LIABILITY TO THE PERSON(S) WHO HAS/HAVE BEEN BROUGHT INSIDE' ON SENSITIVE TRANSACTION(S).

16.1 Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons, in the format as set out in by the CEO / CFO in consultation with Chairman & Managing Director of the Company;

i. To make aware such person that the information shared is or would be confidential.

ii. To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

iii. To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

17. INTERNAL CONTROL SYSTEM AND REVIEW:

17.1. The Managing Director/ CEO/CFO of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these code and PIT regulations to prevent insider trading.

17.2. The Audit Committee of the Company shall review compliance with the provisions of these Code and PIT Regulations at least once in a Financial Year and shall verify that the systems for internal control are adequate and are operating effectively.

18. GENERAL PROVISIONS:

18.1. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

18.2. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

18.3. The disclosures made under this Code shall be maintained for a period of five years.

19. DISSEMINATION OF PRICE SENSITIVE INFORMATION:

19.1. No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

19.2. Disclosure / dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors shall be made in accordance with Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information read along with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the 'Policy for determining materiality of an event' adopted by the Company pursuant to the Regulation 30 and Circular issued by SEBI vide notification no. CIR/CFD/CMD/4/2015 dated September 09, 2015.

20. POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES FOR SHARING UPSI:

The Board of Directors shall formulate, approve and implement a policy for determination of "legitimate purposes for sharing UPSI" as a part of "Codes of Fair Disclosure and Conduct" which shall be in tune with SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018.

21. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI:

The Company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by Board of Directors of the Company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

22. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

22.1. Every Specified Person shall be individually responsible for complying with the provisions of the

Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).

22.2. Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

22.3. Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

22.4. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

23 INFORMATION T O SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the same shall be informed to SEBI.

24 GENERAL:

24.1 The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors of the Company shall have the power to modify, amend or replace this Code in part or full as may be thought fit from time to time in their absolute discretion as far as it is not in contravention of SEBI (Prohibition of Insider Trading) Regulations, 2015.

24.2 In case of any inconsistency between any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 / the Companies Act, 2013 and this Code or in case of any omission of any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 / the Companies Act, 2013 in this Code, the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 / the Companies Act, 2013, as amended shall prevail or be applicable, as the case may be.

24.3 Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation unless used here in a context otherwise.

*****

“ANNEXURE 1”

APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
Shemaroo Entertainment Limited (CIN: L67190MH2005PLC158288), Mumbai

Dear Sir/Madam,

Sub: Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company’s **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of __________________________equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.)	
5.	The proposal is for (a) Purchase of securities (b) Subscription to securities (c) Sale of securities	
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

Signature: _____________________

Name:

Date:

"ANNXEURE 2"

UNDERTAKING

To,
The Compliance Officer,
Shemaroo Entertainment Limited (CIN: L67190MH2005PLC158288),

Mumbai

I,_______________________________________ (Name), ______________________ (Designation) of the Company residing at____, am desirous of trading in ________________ * securities (number & type) of the Company as mentioned in my application dated ________ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Signature: _______________
Name:
Date:

** Indicate number of securities*

“ANNEXURE 3”

FORMAT FOR PRE-CLEARANCE ORDER

To,

Name: ______________________

Designation: _________________

Place: ______________________

This is to inform you that your request for dealing in _________________ (nos.) shares of the Company as mentioned in your application dated ____________________ is approved. Please note that the said transaction must be completed on or before ______________ (date) that is within 7 days from today.

In case you do not execute the approved transactions / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction / deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transactions/deal. In case the transaction is not undertaken a ‘Nil’ report shall be necessary.

Thanking You

Yours faithfully,

For **Shemaroo Entertainment Limited**

Compliance Officer

Date:

Encl: Format for submission of details of transaction

“ANNEXURE 4”

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,

The Compliance Officer,
Shemaroo Entertainment Limited (CIN: L67190MH2005PLC158288)
Mumbai

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to___________________securities as mentioned below on ______________ (date)

(Strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID/Client ID/Folio No.	Price (`)

I declare that the above information is correct and that no provisions of the Company’s Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature: _______________________
Name:
Designation:
Date:

“ANNEXURE 5”

SPECIMEN OF REPORTING OF DECISIONS NOT TO TRADE AFTER SECURING PRE- CLERANCE

Date:

To,
The Compliance Officer,
Shemaroo Entertainment Limited (CIN: L67190MH2005PLC158288),
Mumbai

Dear Sir/Madam,

Sub: Reporting of decisions not to trade after securing pre clearance

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company’s **Code of Conduct for Prevention of Insider Trading**, I had sought pre-clearance from you to trade in the securities of the Companies as per my attached application. However, I hereby report that although after securing pre-clearance, I am not trading in the form of purchase / sale / subscription of___equity shares of the Company due to reasons as stated below:

Reasons: ____

____

In case, if I wish to trade in the securities of the company above the threshold limits as stated in the Code, I shall seek fresh pre-clearance from you.

Thanking you,

Yours faithfully,
For **Shemaroo Entertainment Limited**

Name of the Designated Person seeking pre-clearance
Encl: Earlier application seeking pre-clearance

“ANNEXURE 6”

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the Company: Shemaroo Entertainment Limited

ISIN of the Company: INE363M01019

Details of Securities held by Promoter, Key Managerial Personnel, Director and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

Name, PAN No., CIN/DIN & address with contact nos. **(1)**	Category of Person (Promoters/ KMP /Directors/ immediate relatives/ others etc) **(2)**	Securities held as on the date of regulation coming into force		% of Shareholding **(5)**
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) **(3)**	No. **(4)**	

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications **(6)**	Number of units (contracts * lot size) **(7)**	Notional value in Rupee terms **(8)**	Contract Specifications **(9)**	Number of units (contracts * lot size) **(10)**	Notional value in Rupee terms **(11)**

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options*

Signature:

Designation:

Date:

Place:

“ANNEXURE 7”

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6 (2) - Disclosure on becoming a Director/KMP/Promoter]

Name of the Company: Shemaroo Entertainment Limited
ISIN of the Company: INE363M01019

Details of Securities held on appointment of Key Managerial Personnel or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
(1)	(2)	(3)	(4)	(5)	(6)

Note: *“Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract Specifications **(6)**	Number of units (contracts * lot size) **(7)**	Notional value in Rupee terms **(8)**	Contract Specifications **(9)**	Number of units (contracts* lot size) **(10)**	Notional value in Rupee terms **(11)**

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Signature:

Designation:

Date:

Place:

“ANNEXURE 8”

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6 (2) - Continual disclosure]

Name of the Company: Shemaroo Entertainment Limited
ISIN of the Company: INE363M01019

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name , PAN No., CIN/DIN, & address of Promoters/Employee/Director with contact nos.	Category of Person (Promoters/ KMP/Directors/immediate relatives/ others etc.)	Securities held prior to acquisition / disposal		Securities acquired / disposed				Securities held post acquisition/ disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public /rights/preferential offer/off market/Inter-se transfer, ESOPs etc.)
		Type of security (For eg: - Shares, Warrant, Convertible Debentures etc.)	No.	Type of security (For eg: - Shares, Warrant, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/ Pledge/ Revoke/ Invoke)	Type of security (For eg: - Shares, Warrant, Convertible Debentures etc.)	No. and % of Shareholding	From	To		

Note: *“Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Signature:

Designation:

Date:

Place:

"ANNEXURE 9"

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name of the Company: Shemaroo Entertainment Limited

ISIN of the Company: INE363M01019

Details of trading in securities by other connected persons as identified by the company

Name , PAN No., CIN/DIN, & address of Promoters/Employee/Director with contact nos.	Category of Person (Promoters/KMP/Directors/immediate relatives/ others etc.)	Securities held prior to acquisition / disposal		Securities acquired / disposed				Securities held post acquisition/ disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOPs etc.)
		Type of security (For eg: - Shares, Warrant, Convertible Debentures etc.)	No.	Type of security (For eg: - Shares, Warrant, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/ Pledge/ Revoke/ Invoke)	Type of security (For eg: - Shares, Warrant, Convertible Debentures etc.)	No. and % of Share holding	From	To		

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Signature:

Date:

Place:

"ANNEXURE 10"

ANNUAL DISCLOSURE OF SHAREHOLDING (AS ON MARCH 31, ____________________________)

To,
The Compliance officer,
Shemaroo Entertainment Limited(CIN: L67190MH2005PLC158288) Mumbai

1. **Details of shareholding of Designated Persons:**

Name	Designation	Department	No. of shares held on 1st April, ______	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on March 31, _____	Folio No./DP ID/ Client ID

2. **Details of shareholding of immediate relative of Designated Persons:**

Name	Relationship	No. of shares held on 1st April, ____________	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on March 31, ______________	Folio No./DP ID/ Client ID

Signature:

Date:
Place: