



SHEMAROO ENTERTAINMENT LIMITED

CIN: L67190MH2005PLC158288

Registered Office: Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E), Mumbai – 400059

Tel: +91 22 4031 9911; **Facsimilie:** +91 22 28519770; **Website:** www.shemarooent.com

NOTICE of the Annual General Meeting

Notice is hereby given that the 10th (Tenth) Annual General Meeting (AGM) of the members of Shemaroo Entertainment Limited will be held on **Monday, September 21, 2015, at 3:00p.m.** at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Road, Churchgate, Mumbai - 400 020, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2015 and the Reports of the Directors and the Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2015.
3. To appoint a Director in place of Mr. Atul Maru (DIN: 00169264), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of M.K.Dandekar & Co., Chartered Accountants, (Firm Registration No. 000679S) as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the said Act and Clause 49 of the Listing Agreement, CA Reeta Shah (DIN 07141304), who was appointed as an Additional Director of the Company with effect from March 28, 2015 under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company,

whose term shall not be subject to retirement by rotation to hold office for a term of 5 (five) years commencing from March 28, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Schedule V of the said Act, approval of the Company be and is hereby accorded to the re-appointment of Mr. Raman Maroo (DIN 00169152) as Managing Director of the Company, for a period of 5 (five) years with effect from January 01, 2016, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Raman Maroo, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Schedule V of the said Act, approval of the Company be and is hereby accorded

to the re-appointment of Mr. Atul Maru (DIN 00169264) as Joint Managing Director of the Company, for a period of 5 (five) years with effect from January 01, 2016, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Atul Maru, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Schedule V of the said Act, approval of the Company be and is hereby accorded to the re-appointment of Mr. Hiren Gada (DIN: 01108194) as a Whole Time Director and Chief Financial Officer of the Company, for a period of 5 (five) years with effect from January 01, 2016, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Hiren Gada, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of the resolution previously passed by the members in this regards and pursuant to the provisions of Section 197, 198 and other applicable provision(s), if any, of the Companies Act, 2013 and Rules made thereunder, the Non-Executive Directors (i.e. Directors other than Managing Directors and Whole Time Director of the Company) be paid, remuneration, as the Board of Directors may time to time determine, not exceeding in aggregate 1% (One percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Companies Act, 2013 from time to time and computed in the manner

provided under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Notes:

- MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. The instrument appointing the proxy, duly completed and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable. A proxy form for the AGM is annexed to the Annual Report.
- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Annual General Meeting is annexed hereto. Pursuant to Clause 49 of the Listing Agreement, relevant details of persons seeking appointment / re-appointment as directors under item nos. 3, 5, 6, 7 and 8 of the Notice are also annexed.
- The Register of Members and Share Transfer Books will remain closed from September 15, 2015 to September 21, 2015, (both days inclusive) for determining the names of member's eligible for final dividend on Equity Shares, if declared at the Meeting.**
- The Final Dividend for the financial year ended March 31, 2015, as recommended by the Board, if approved by the Members at the AGM, will be paid / dispatched on or after September 21, 2015 (within the statutory time limit of 30 days).
- Members holding shares in demat form are hereby informed that the bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of Dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated to the Depository Participants of the members. Members whose shareholding in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
- Members holding shares in physical form are requested

to intimate any change of address and / or bank mandate to Link Intime India Private Limited / Corporate Secretarial Department of the Company immediately.

7. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with the Annual Report. Members / proxies / authorized representatives are requested to bring the duly filled Attendance Slip and hand it over at the Registration Counter at the venue.
8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
10. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2014-15 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.
Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Link Intime (India) Private Limited (in case of Shares held in physical form).
11. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
12. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
13. Members who wish to obtain further information on the financial statements for the year ended March 31, 2015, may send their queries at least 7 days before the AGM to the Company Secretary / Compliance Officer of the Company at the registered office of the Company or at investor_services@shemaroo.com
14. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the

Listing Agreement, the Company is pleased to provide members facility to exercise their vote at the 10th AGM by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting), from a place other than the venue of the AGM will be provided by National Securities Depository Limited (NSDL) for all the business as detailed in the notice. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. In case member casts their vote through both the modes, then voting done through e-voting shall prevail and vote cast through Ballot form shall be treated as invalid.

The Company has appointed Mr. Manish L. Ghia of M/s. Manish Ghia & Associates, Practicing Company Secretaries (Membership No. FCS 6252), to act as the Scrutinizer, to scrutinize the entire voting and remote e-voting (including ballot form received from the Members who do not have access to the e-voting process), in a fair and transparent method. The members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter:

INSTRUCTIONS FOR REMOTE E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- A. In case a member receives an e-mail from NSDL [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
 1. Open the attached PDF file, namely, "e-Voting.pdf." giving your Client ID or Folio No. as passwords. The said file contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
 2. Launch internet browser and open <https://www.evoting.nsdl.com>.
 3. Click on Shareholder – Login
 4. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 5. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 6. Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
 7. Select "EVEN" (E-voting Event Number) of Shemaroo Entertainment Limited. Now you are ready for e-voting as Cast votes page opens.
 8. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 9. Upon confirmation, the message "Vote cast successfully" will be displayed.
 10. Once the vote on a resolution is cast, the Members

shall not be allowed to change it subsequently.

Institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the Board Resolution together with their attested specimen signatures authorizing their representative to vote on their behalf at the AGM to the Company through an e-mail on **investors_services@shemaroo.com** with a copy marked to e-voting@nsdl.co.in

In case of any queries, you may refer the Frequently Asked Questions (FAQs) 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.

B. In case a member receives physical copy of the Notice convening the AGM [for members whose e-mail addresses are not registered with the Company/Depository Participant(s)]:

- i) User ID and password – Printed Overleaf
- ii) Please follow all steps from 2 to 10 as mentioned in (A) above to cast your vote.

C. Other Instructions:

- i) The e-voting period commences on Friday, September 18, 2015 (9:00 a.m. IST) and ends on Sunday, September 20, 2015 (5:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on September 14, 2015 i.e. cut-off date, 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 the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii) Members who do not have access to remote e-voting facility may send duly completed Ballot form annexed hereto so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Manish L. Ghia of M/s. Manish Ghia & Associates, Practicing Company Secretaries, (Membership No. FCS 6252), at the Registered Office of the Company not later than September 20, 2015 (5.00 p.m. IST). Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 14, 2015 have the option to download the same from the website of the company. **The Ballot form received after September 20, 2015 (5.00 p.m. IST) will be treated as invalid.**
- iii) Any person, who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice and holding shares as of cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote

e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Passwords” option available on www.evoting.nsdl.com.

- iv) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of the conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- v) The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.shemarooent.com and on the website of NSDL www.evoting.nsdl.com immediately after the results is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.

By Order of the Board of Directors

Ankit Singh

Company Secretary & Compliance Officer
(ACS No.: 24463)

Registered Office:

Shemaroo House, Plot No. 18,
Marol Co-op. Industrial Estate,
Marol Naka, Off. Andheri Kurla Road,
Andheri (E), Mumbai – 400 059

Mumbai

July 30, 2015

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

The Board of Directors, pursuant to the provisions of Section 161 of the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee, appointed CA Reeta Shah as an Additional Director of the Company with effect from March 28, 2015 to hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of CA Reeta Shah for the office of Independent Director of the Company.

The Company has received from CA Reeta Shah, consent to act as a Director, a declaration to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of CA Reeta Shah as an Independent Director of the Company for a term of 5 (five) commencing from March 28, 2015 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board, CA Reeta Shah, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Listing Agreement.

None of the Director, Key Managerial Personnel and relatives thereof, except for CA Reeta Shah, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Following is the information required under Clause 49 of the Listing Agreement with respect to appointment of a Director:

Name of the Director	CA Reeta Shah
Date of Birth	September 08, 1967
Director Identification Number	07141304
Date of appointment	March 28, 2015
Brief resume of the Director including nature of expertise in specific functional areas justifying the appointment	CA Reeta Bharat Shah is a member of Institute of Chartered Accountants of India and holds Master's Degree in Philosophy, Commerce and Business Administration (HRM). She also holds Bachelor's Degree in Law (General) and Commerce (Hons) from University of Mumbai. At present, CA Reeta is pursuing Ph. D. in Finance from SJMSOM, IIT Bombay.

	She has over 27 years of experience in the field of Education and Administration in various capacities. CA Reeta is presently a Head of Department (Accountancy) at SIES College of Commerce & Economics and is also the management faculty at various other renowned management colleges. With a strong expertise in technical matters she has written articles in various magazines/books and is a regular speaker, panel member and trainer at various conferences and seminars by ICAI, Cultural Committees and other Academic Institutions.
No. of shares held in the Company	-
Directorships held in other public companies (excluding foreign companies and Section 8 Companies)	-
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee Stakeholders Relationship Committee)	-
Inter-se relationships between Directors	-

Item No. 6

Mr. Raman Maroo was appointed as Managing Director of the Company for a period of five years with effect from January 1, 2011 and his current term as Managing Director would end on December 31, 2015.

The Board of Directors has re-appointed Mr. Raman Maroo as Managing Director on the recommendation of the Nomination and Remuneration Committee for a further period of five years, with effect from January 01, 2016 on the terms and conditions as specified below, subject to the approval of the Members.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Raman Maroo are as under:

A. Tenure of Appointment:

The appointment of the Managing Director is for period of five years with effect from January 01, 2016.

B. Salary:

₹ 3, 52, 000/- per month in the scale of ₹ 3,00,000 - ₹ 10,00,000.

The annual increments will be effective from 1st April each year and will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee, within the said maximum limit.

C. Perquisites:

i) Rent-free residential accommodation (furnished / non – furnished) or house rent allowance in lieu thereof, house maintenance allowances together with reimbursement of expenses / allowances for utilisation of gas, electricity, water, furnishing, repairs and maintenance, leave travel concession for self and family including dependents, medical expenses, car facility, telephone facility, club fees, personal accident insurance and other perquisites / allowances as may be decided by the Board from time to time in accordance with the rules of the Company and value of such perquisites shall not, exceed for each financial year, his annual salary.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

ii) The Company's contribution to provident fund, superannuation fund or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leaves, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of the over ceiling of remuneration.

D. Commission:

In addition to the salary, perquisites and allowances as set out above, Mr. Raman Maroo shall be entitled to receive remuneration based on net profits of the Company in a particular financial year, as may be determined by the Board of the Company, subject to the overall ceilings stipulated in Section 197 of the Act.

E. Minimum Remuneration:

If in any financial year, during the currency of his tenure, the Company has no profit or its profit are inadequate, then in such event, the Company may pay remuneration by way of salary, perquisites, allowances and commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modifications(s) thereto.

F. Reimbursements of Expenses:

Expenses incurred for travelling, entertainment and other incidental expenses incurred by him in connection with the business of the Company; and provision of cars for use on the Company's business and telephone expenses at residence for official duties shall be reimbursed at actual and not considered as perquisites.

The details of the terms and conditions of the appointment are set out in the draft Agreement referred to in the

resolution under Item No. 6 of the Notice. The Agreement will remain open for inspection by the members at the registered office of the Company on all working days between 02:00 p.m. and 04: 00 p.m. except Saturdays and Sundays up to the date of the Annual General Meeting.

None of the Director, Key Managerial Personnel and relatives thereof, except for Mr. Raman Maroo and his relatives, to whom the resolution relates, are interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

Following is the information required under Clause 49 of the Listing Agreement with respect to appointment of a Director:

Name of the Director	Mr. Raman Maroo
Date of Birth	December 06, 1950
Director Identification Number	00169152
Date of appointment	December 28, 2005
Brief resume of the Director including nature of expertise in specific functional areas justifying the appointment	Mr. Raman Maroo has been associated with the Group since 1974. He has completed his higher secondary studies from Mumbai, post which he joined the Group. He has been instrumental in the Group's expansion into television rights syndication as well as transformation of Shemaroo into a content house. He has led the Company's growth for many years. He started acquiring Film Rights, for Home Video, Cable and Satellite distribution. He has always remained the driving force in the Company, taking it into new directions. He has valuable relationships with various key players within the Indian entertainment industry, including film producers, television broadcasters, amongst others. He is a Director on the Board of several companies. Mr. Raman Maroo has approximately 41 years of business experience, out of which, he has been associated with the Media and Entertainment industry for approximately 32 years.
No. of shares held in the Company	4809520
Directorships held in other public companies (excluding foreign companies and Section 8 Companies)	1. Atlas Equifin Private Limited 2. Shemaroo Films Private Limited; 3. Mitoch Pharma Private Limited; 4. Novatech Finvest (India) Private Limited; 5. Shemaroo Holdings Private Limited; 6. Talwalkars Better Value Fitness Limited; and 7. Think Walnut Digital Private Limited.

Memberships / Chairmanships of committees of other public companies (includes only Audit Committee Stakeholders Relationship Committee)	-
Inter-se relationships between Directors	Brother of Mr. Buddhichand Maroo & Mr. Atul Maru
Remuneration last drawn (₹ in lacs)	42.19
No. of Board Meetings attended during the year	5

Item No. 3 & 7

Mr. Atul Maru was appointed as Joint Managing Director of the Company for a period of five years with effect from January 01, 2011 and his current term as Joint Managing Director would end on December 31, 2015.

The Board of Directors has re-appointed Mr. Atul Maru as Joint Managing Director on the recommendation of the Nomination and Remuneration Committee for a further period of five years, with effect from January 01, 2016 on the terms and conditions as specified below, subject to the approval of the Members.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Atul Maru are as under:

A. Tenure of Appointment:

The appointment of the Joint Managing Director is for period of five years with effect from January 01, 2016.

B. Salary:

₹ 3,52,000/- per month in the scale of ₹ 3,00,000 - ₹ 10,00,000.

The annual increments will be effective from 1st April each year and will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee, within the said maximum limit.

C. Perquisites:

- Rent-free residential accommodation (furnished / non – furnished) or house rent allowance in lieu thereof, house maintenance allowances together with reimbursement of expenses / allowances for utilisation of gas, electricity, water, furnishing, repairs and maintenance, leave travel concession for self and family including dependents, medical expenses, car facility, telephone facility, club fees, personal accident insurance and other perquisites / allowances as may be decided by the Board from time to time in accordance with the rules of the Company and value of such perquisites shall not, exceed for each financial year, his annual salary.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder

or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- The Company's contribution to provident fund, superannuation fund or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leaves, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of the over ceiling of remuneration.

D. Commission:

In addition to the salary, perquisites and allowances as set out above, Mr. Atul Maru shall be entitled to receive remuneration based on net profits of the Company in a particular financial year, as may be determined by the Board of the Company, subject to the overall ceilings stipulated in Section 197 of the Act.

E. Minimum Remuneration:

If in any financial year, during the currency of his tenure, the Company has no profit or its profit are inadequate, then in such event, the Company may pay remuneration by way of salary, perquisites, allowances and commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modifications(s) thereto.

F. Reimbursements of Expenses:

Expenses incurred for travelling, entertainment and other incidental expenses incurred by him in connection with the business of the Company; and provision of cars for use on the Company's business and telephone expenses at residence for official duties shall be reimbursed at actual and not considered as perquisites.

The details of the terms and conditions of the appointment are set out in the draft Agreement referred to in the resolution under Item No. 7 of the Notice. The Agreement will remain open for inspection by the members at the registered office of the Company on all working days between 2:00 p.m. and 04:00 p.m. except Saturdays and Sundays up to the date of the Annual General Meeting.

None of the Director, Key Managerial Personnel and relatives thereof, except for Mr. Atul Maru and his relatives, to whom the resolution relates, are interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

Following is the information required under Clause 49 of the Listing Agreement with respect to appointment of a Director:

Name of the Director	Mr. Atul Maru
Date of Birth	February 23, 1961
Director Identification Number	00169264

Date of appointment	December 28, 2005
Brief resume of the Director including nature of expertise in specific functional areas justifying the appointment	Mr. Atul Maru has been associated with the Group since 1979. He has completed his higher secondary studies from Mumbai. Mr. Atul Maru has approximately 35 years of experience in the Media and Entertainment industry. He has managed the transition of the Company from VHS days to today's multi-platform operations. He has been actively involved in the operations of the Company and has spearheaded various initiatives including the home video division of our Company.
No. of shares held in the Company	4809520
Directorships held in other public companies (excluding foreign companies and Section 8 Companies)	1. Shemaroo Holdings Private Limited 2. Think Walnut Digital Private Limited 3. Shemaroo Films Private Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee Stakeholders Relationship Committee)	-
Inter-se relationships between Directors	Brother of Mr. Buddhichand Maroo & Mr. Raman Maroo
Remuneration last drawn (₹ in lacs)	42.19
No. of Board Meetings attended during the year	5

Item No. 8

Mr. Hiren Gada was appointed as Whole Time Director of the Company for a period of five years with effect from January 01, 2011 and his current term as Whole Time Director would end on December 31, 2015. He was designated as Chief Financial Officer (CFO) with effect from May 29, 2014.

The Board of Directors has re-appointed Mr. Hiren Gada as Whole Time Director & Chief Financial Officer (CFO) on the recommendation of the Nomination and Remuneration Committee for a further period of five years, with effect from January 01, 2016 on the terms and conditions as specified below, subject to the approval of the Members.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Hiren Gada are as under:

A. Tenure of Appointment:

The appointment of the Whole Time Director is for period of five years with effect from January 01, 2016.

B. Salary:

₹2,68,000/- per month in the scale of ₹ 2,00,000 - ₹ 8,00,000.

The annual increments will be effective from 1st April each year and will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee, within the said maximum limit.

C. Perquisites:

i) Rent-free residential accommodation (furnished / non – furnished) or house rent allowance in lieu thereof, house maintenance allowances together with reimbursement of expenses / allowances for utilisation of gas, electricity, water, furnishing, repairs and maintenance, leave travel concession for self and family including dependents, medical expenses, car facility, telephone facility, club fees, personal accident insurance and other perquisites / allowances as may be decided by the Board from time to time in accordance with the rules of the Company and value of such perquisites shall not, exceed for each financial year, his annual salary.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

ii) The Company's contribution to provident fund, superannuation fund or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leaves, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of the over ceiling of remuneration.

D. Commission:

In addition to the salary, perquisites and allowances as set out above, Mr. Hiren Gada shall be entitled to receive remuneration based on net profits of the Company in a particular financial year, as may be determined by the Board of the Company, subject to the overall ceilings stipulated in Section 197 of the Act.

E. Minimum Remuneration:

If in any financial year, during the currency of his tenure, the Company has no profit or its profit are inadequate, then in such event, the Company may pay remuneration by way of salary, perquisites, allowances and commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modifications(s) thereto.

F. Reimbursements of Expenses:

Expenses incurred for travelling, entertainment and other incidental expenses incurred by him in connection with the business of the Company; and provision of cars for use on the Company's business and telephone expenses at residence for official duties shall be reimbursed at actual and not considered as perquisites.

The details of the terms and conditions of the appointment are set out in the draft Agreement referred to in the resolution under Item No. 8 of the Notice. The Agreement will remain open for inspection by the members at the

registered office of the Company on all working days between 02:00 p.m. and 4:00 p.m. except Saturdays and Sundays up to the date of the Annual General Meeting.

None of the Director, Key Managerial Personnel and relatives thereof, except for Mr. Hiren Gada and his relatives, to whom the resolution relates, are interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 8 for the approval of the members.

Following is the information required under Clause 49 of the Listing Agreement with respect to appointment of a Director:

Name of the Director	Mr. Hiren Gada
Date of Birth	August 01, 1970
Director Identification Number	01108194
Date of appointment	May 26, 2008
Brief resume of the Director including nature of expertise in specific functional areas justifying the appointment	<p>Mr. Hiren Gada has been associated with the Group since 2003 and the Company since 2008. He holds a Masters degree in Management (Finance) from Welingkar Institute of Management, Mumbai University. He has received the 'Hall of Fame' Award from Welingkar Institute of Management in 2006.</p> <p>Mr. Hiren Gada has approximately 19 years of work experience, out of which, he has been associated with the Media and Entertainment Industry for the last 12 years. He has played an active role in the transformation of Shemaroo from a family-run business to a professionally driven business. He has also led the Co.'s presence on the International front.</p> <p>Mr. Gada has guided the transformation from Video Company to an integrated filmed entertainment content house. Prior to joining the Company he headed the Investment research activities with an equity brokerage house.</p> <p>He has helped set up some of the newer business areas that the Company has entered into. He handles the Strategy and Finance functions in our Company. He is a regular speaker at various industry forums and is regularly quoted in media on several issues pertaining to the industry and the Company.</p>
No. of shares held in the Company	1640520

Directorships held in other public companies (excluding foreign companies and Section 8 Companies)	<ol style="list-style-type: none"> Vistaas Digital Media Private Limited Think Walnut Digital Private Limited Shemaroo Films Private Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee Stakeholders Relationship Committee)	-
Inter-se relationships between Directors	-
Remuneration last drawn (₹ in lacs)	32.19
No. of Board Meetings attended during the year	5

Item No. 9

Under the Act, directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties.

The Members of the Company had previously approved the payment of remuneration by way of commission to Non-Executive Directors not exceeding 1% of the net profits of the Company for each year for a period of five years commencing from April 01, 2011.

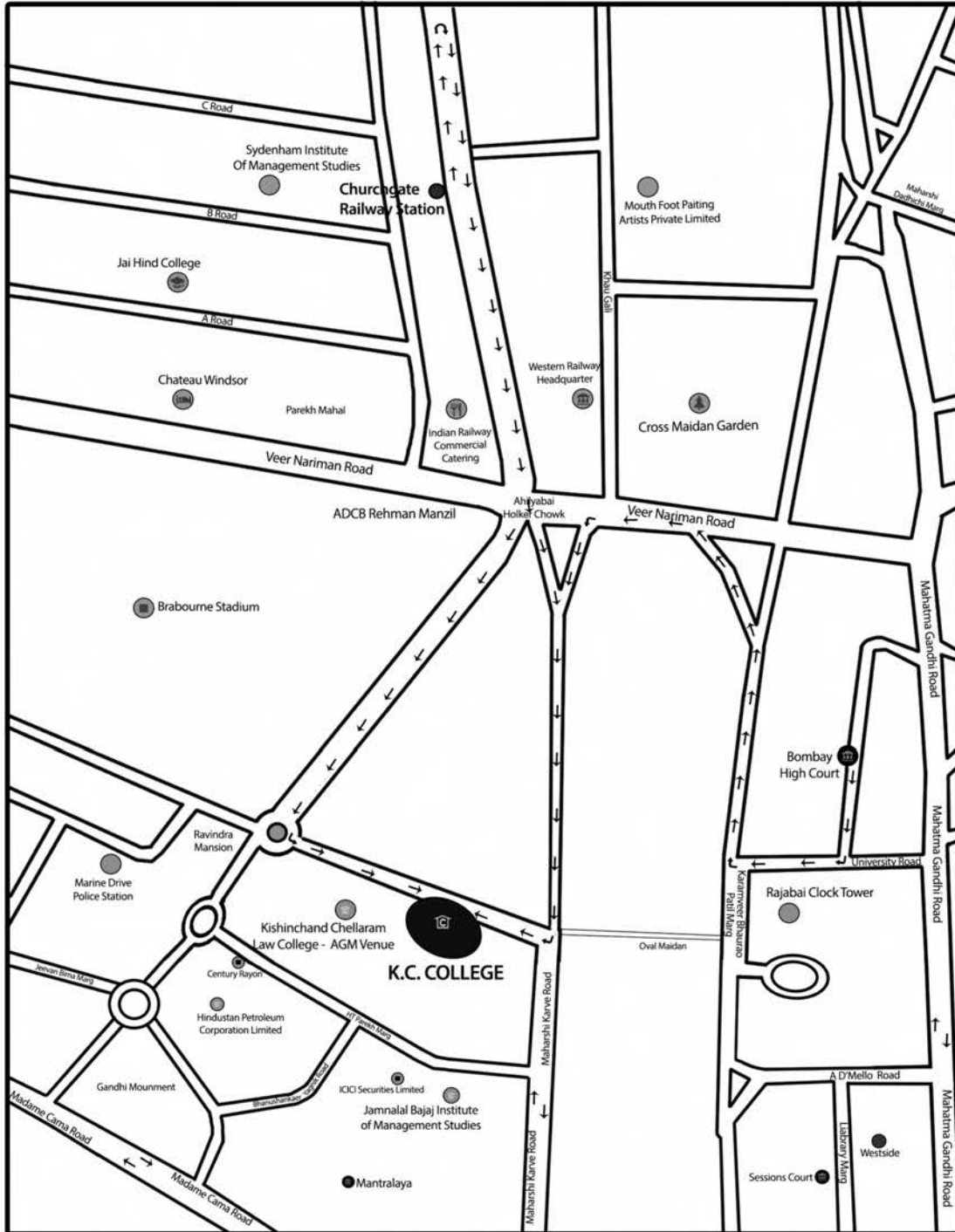
Although the approval is valid until March 31, 2016, the resolution proposes to seek approval of members in accordance with Section 197 of the Companies Act, 2013 in order to continue payment of commission to non-executive directors. The Board of Directors in consultation with the Nomination and Remuneration Committee may determine each year the specific amount to be paid as commission to the non-executive directors, which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Act.

The payment of commission would be in addition to the sitting fees payable for attending meetings of the Board and committees thereof, if any.

None of the Directors or Key Managerial Personnel and their relatives (except Non-Executive Directors), are concerned or interested in the resolution to the extent of commission payable to them in accordance with the proposed resolution.

The Board recommends the resolution set forth in Item no. 9 for the approval of the members.

ROUTE MAP FOR ANNUAL GENERAL MEETING VENUE





SHEMAROO ENTERTAINMENT LIMITED

CIN: L67190MH2005PLC158288

Registered Office: Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E), Mumbai –400059.

Tel: +91 22 4031 9911; Facsimilie: +91 22 28519770

Email: investor_services@shemaroo.com | Website: www.shemarooent.com

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Name of the Member(s) : _____

Registered Address : _____

Name of the Proxy : _____

(To be filled in if Proxy attends instead of the Member)

No. of shares held : _____

Email ID : _____

Folio No. : _____

DP ID * : _____

Client ID * : _____

I hereby record my presence at the TENTH (10th) ANNUAL GENERAL MEETING of the Company at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Road, Churchgate, Mumbai – 400 020 at 3:00 p.m. on Monday, September 21, 2015.

Member's/Proxy's Signature

* Applicable for the members holding shares in electronic form.

NOTE: Members are requested to bring their copies of the Annual Report to the meeting.

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SHEMAROO ENTERTAINMENT LIMITED

CIN: L67190MH2005PLC158288,

Regd. Office: Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E),

Mumbai-400059, Tel:+91 22 4031 9911; Facsimilie:+91 22 28519770;

Email: investor_services@shemaroo.com | Website: www.shemarooent.com



PROXY FORM

Form No. MGT. 11

[Pursuant to Section 105(6) of the Companies Act, 2013) and rule 19(3) of the Companies (Management and Administration) Rules 2014]

Name of the member(s): _____

Registered Address: _____

E-mail ID: _____

Folio No. / *Client ID/ *DP ID: _____

I/We, being the member(s) of _____ shares of **SHEMAROO ENTERTAINMENT LIMITED**, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote for me/us on my/our behalf at the 10th (Tenth) Annual General Meeting of the Company to be held on Monday, September 21, 2015, at 3:00 P.M. at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Road, Churchgate, Mumbai – 400 020, and at any adjournment thereof in respect of such resolutions as are indicated below :

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Directors and the Auditors' Report thereon.
2. Declaration of final dividend
3. Re-appointment of Mr. Atul Maru (DIN: 00169264), who retires by rotation.
4. Ratification of the appointment of Statutory Auditors.

Special Business

5. Appointment of CA Reeta Shah (DIN: 07141304) as Independent Director.
6. Re-appointment of Mr. Raman Maroo (DIN: 00169152) as Managing Director.
7. Re-appointment of Mr. Atul Maru (DIN: 00169264) as Joint Managing Director.
8. Re-appointment of Mr. Hiren Gada (DIN: 01108194) as Whole-Time Director & CFO.
9. Payment of Remuneration by way of Commission to Non-Executive Directors.

Signed this _____ day of _____ 2015

Signature of shareholder_____
Signature of proxy holder(s)

Affix
₹ 1
Revenue
stamp

Notes :

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

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Registered office:

Shemaroo House, Plot No. 18,
Marol Co-op Indl Estate, Off. Andheri Kurla Road,
Andheri (East), Mumbai -400059

E-mail: investor_services@shemaroo.com

Web: www.shemarooent.com **Phone:** + 91 22 40319911

10th Annual Report 2014-15

Sr.No:

1. Name and Registered Address :
of the sole/first named Shareholder

2. Name (s) of the Joint Shareholder (s) if any :

3. Registered Folio/DPID & Client ID No. :

4. No. of Shares held :
(as on August 14, 2015 being the cut-off date for
dispatch of Notice of AGM)

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of Tenth (10th) Annual General Meeting of the Company scheduled on Monday, September 21, 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. of equityshares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	Abstain
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Directors and the Auditors' Report thereon.				
2	Declaration of final dividend				
3	Re-appointment of Mr. Atul Maru (DIN: 00169264), who retires by rotation.				
4	Ratification of the appointment of Statutory Auditors.				
5	Appointment of CA Reeta Shah (DIN: 07141304) as Independent Director.				
6	Re-appointment of Mr. Raman Maroo (DIN: 00169152) as Managing Director.				
7	Re-appointment of Mr. Atul Maru (DIN: 00169264) as Joint Managing Director.				
8	Re-appointment of Mr. Hiren Gada (DIN: 01108194) as Whole-Time Director & CFO				
9	Payment of Remuneration by way of Commission to Non-Executive Directors.				

Place: _____

Date: _____

Signature of Shareholder

NOTE: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer by 5.00 p.m. on September 20, 2015 shall only be considered.

E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
102517		

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to - <https://www.evoting.nsdl.com>.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
4. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer, Mr. Manish L. Ghia of M/s. Manish Ghia & Associates, Practicing Company Secretaries at the registered office of the company.
5. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Exercise of vote by Ballot is not permitted through proxy.
6. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
7. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
8. The voting rights of the Members shall be in proportion to their shares held by them in the paid up equity share capital of the Company as on the cut off date i.e. September 14, 2015.
9. Duly completed Ballot Form should reach the Scrutinizer not later than September 20, 2015 (5.00 p.m. IST). Ballot Form received after this date will be strictly treated as if the reply from the Members has not been received.
10. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 8 above.
11. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
12. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
13. The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.shemarooent.com and on the website of NSDL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, on which shares of the Company are listed.