

CORPORATE GOVERNANCE REPORT

Name of the entity: Shemaroo Entertainment Limited

Quarter ending: March 2016

I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr. / Ms.)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Buddhichand Maroo	00169319	AADPM7186L	Chairperson	26-05-2008	NA	0	0	0
Mr.	Raman Maroo	00169152	AABPM4277A	Executive	01-01-2016	NA	1	0	0
Mr	Atul Maru	00169264	AABPM4278R	Executive	01-01-2016	NA	0	1	0
Mr.	Hiren Gada	01108194	AAGPG7553E	Executive	01-01-2016	NA	0	1	0
Mr.	Jai Maroo	00169399	AADPM5943P	Non - Executive	26-05-2008	NA	0	0	0
Mrs	Dr. (CA) Reeta Shah	07141304	AABPS6526L	Independent	28-03-2015	12 months	1	0	1
Mr.	Gnanesh Gala	00093008	ACZPG9111F	Independent	26-05-2014	22 months	1	1	1
Mr.	Kirit Gala	01540274	ADTPG2708D	Independent	26-05-2014	22 months	1	1	0
Mr.	Vasanji Mamania	00013071	AAMP4503C	Independent	26-05-2014	22 months	1	0	0
Mr	Shashidhar Sinha	00953796	AMHPS6278B	Independent	26-05-2014	22 months	2	1	0

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

[Handwritten Signature]

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 Website : www.shemarooent.com WAP site : wap.shemaroo.com CIN : L67190MH2005PLC158288



II. COMPOSITION OF COMMITTEES

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

III MEETING OF BOARD OF DIRECTORS

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
03-11-2015	22-01-2016	79

IV MEETING OF COMMITTEES

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
22-01-2016	Yes	03-11-2015	79

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

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V RELATED PARTY TRANSACTIONS

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

VI AFFIRMATIONS

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



Ankit Singh
Company Secretary & Compliance Officer
Membership No.: F8438

CORPORATE GOVERNANCE REPORT

Name of the entity: Shemaroo Entertainment Limited

Financial Year: 2015-2016

I. Disclosure on website in terms of Listing Regulations

ITEM	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

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II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



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Ankit Singh

Company Secretary & Compliance Officer

Membership No.: F8438