



SHEMAROO ENTERTAINMENT LIMITED

CIN: L67190MH2005PLC158288

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Email: compliance.officer@shemaroo.com Website: www.shemarооent.com

NOTICE POSTAL BALLOTPURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or reenactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended and other applicable laws and regulations read with the General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being, General Circular no. 03/2025 dated 22nd September 2025, Ministry of Corporate Affairs allowed companies to conduct their AGMs/EGMs/through VC or OAVM, till further orders, transact items through postal ballot in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020 hence, resolution set out below are proposed to be passed by the members of Shemaroo Entertainment Limited (hereinafter referred to as "the Company") by means of Postal Ballot (only through remote e-voting process).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circular, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with Shemaroo Entertainment Limited ('the Company')/ MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), the Company's Registrars and Transfer Agent ('RTA') / National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively 'Depositories'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circular and SS-2, the Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.shemarооent.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote

e-voting not later than 5:00 p.m. (IST) on Friday, March 13, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed M/s. Dipesh Gosar & Co., Practicing Company Secretaries (Membership no. A23755 and Certificate of Practice no. 26801), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), the Company's Registrar & Transfer Agent (hereinafter referred as "RTA") as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

| | |
|---------------------------|--|
| Commencement of e-voting: | 9.00 a.m. (IST) on Thursday, February 12, 2026 |
| End of e-voting: | 5.00 p.m. (IST) on Friday, March 13, 2026 |

The Scrutinizer will submit his report to the Chairman of the meeting or to the person authorized by him after completion of scrutiny of the Postal Ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot/e-voting will be announced not later than two working days of the closure of the e-voting i.e., on or before Tuesday, March 17, 2026 at the corporate office of the Company and will be displayed at the corporate office of the Company and intimated/communicated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (hereinafter collectively referred to as the "Stock Exchanges") where the equity shares of the Company are listed.

The results of the postal ballot will also be displayed on the Company's website www.shemarooent.com as passed effectively on the last date specified by the Company for e-voting, i.e., Tuesday, March 17, 2026. The members are requested to consider and, if thought fit, pass the following resolution:

SPECIAL BUSINESS:

1. ISSUANCE OF EQUITY SHARES TO PROMOTER AND PROMOTERS' GROUP ON PREFERENTIAL BASIS.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter

referred to as the “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded to accorded to create, issue, offer and allot 14,10,000 (Fourteen Lakhs Ten Thousand Only) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each in dematerialised form, on preferential allotment basis, towards part repayment / appropriation of its existing debt, at a price of Rs.110/- (Rupees One Hundred and Ten Only) per share (including premium of Rs.100/- (Rupees Hundred Only) per equity share as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) of the Chapter V of the ICDR Regulations at an aggregate consideration of Rs. 15,51,00,000/- (Rupees Fifteen Crores Fifty One Lakhs Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, to the following:

| SI No. | Name of the Proposed Allottees | Category | Maximum No. of Equity Shares to be allotted |
|--------------|--------------------------------|----------------|---|
| 1. | Atul Hirji Maru | Promoter | 3,52,500.00 |
| 2. | Raman Hirji Maroo | Promoter | 3,52,500.00 |
| 3. | Hiren Uday Gada | Promoter Group | 3,52,500.00 |
| 4. | Jai Buddhichand Maroo | Promoter Group | 3,52,500.00 |
| Total | | | 14,10,000.00 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the equity shares is Wednesday, February 11, 2026, being the date 30 days prior to the date of the passing of the Special Resolution by Members.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on BSE & NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the members hereby take the note of certificate from M/s. Dipesh Gosar & Co., Practicing Company Secretaries (Membership no. A23755 and Certificate of Practice no. 26801), as required under Regulation 163(2) of ICDR Regulations certify that the above issue of equity shares is being made in accordance with ICDR Regulations.

RESOLVED FURTHER THAT the Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under and that the Allotment of Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company or a committee of the Board appointed in this regard, be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem

necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit."

By order of the Board of Directors
For Shemaroo Entertainment Limited

Sd/-
Meenakshi A. Pansari
Company Secretary & Compliance Officer
Membership no. A53927

Place: Mumbai

Date: February 11, 2026

NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice ("Notice") for your consideration.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is February 6, 2026 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated 22nd September 2025 ("MCA Circulars"). The Notice shall also be uploaded on the website of the Company i.e., <https://shemarооent.com/> and the website of the National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com/>.
4. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-voting instructions.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the SEBI Listing Regulations") and in accordance with the MCA Circulars, the Company has engaged NSDL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("remote e-voting"). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.

6. E-voting shall commence on Thursday, February 12, 2026 at 9.00 A.M. (IST) and end on Friday, March 13, 2026 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.

7. The Board of the Company has appointed M/s. Dipesh Gosar & Co., Practicing Company Secretaries (Membership no. A23755 and Certificate of Practice no. 26801), as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.

8. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the meeting or to the person authorized by him as soon as possible after the last date of e-voting but not later than Tuesday, March 17, 2026. The Results of the E-voting/ Postal Ballot will be declared on or before Tuesday, March 17, 2026, at the corporate office of the Company and displayed at the corporate office and on the website of the Company, on the website of NSDL and intimated to the Stock Exchanges on which the equity shares of the Company are listed.

9. The Postal Ballot Notice is also being uploaded on the Company's website, <https://shemarooent.com/> and of NSDL at <https://www.evoting.nsdl.com/>.

10. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.

11. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.

12. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL or with the Registrar and Transfer Agent, viz., Link Intime India Private Limited to enable the Company to communicate to the members, the information about various developments in the Company via e-mail/SMS.

13. The remote e-voting process shall be as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on |

company name or **e-Voting service provider** i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider** i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider** i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



| | |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdsindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to compliance.officer@shemaroo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to NSDL Official at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance.officer@shemaroo.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance.officer@shemaroo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statements set out all material facts relating to the special business proposed in the postal ballot notice.

Item No. 1:

The Company proposes to reduce its existing debt burden and strengthen its capital structure. In order to improve its net worth, augment long-term resources and enhance the overall financial position, competitiveness and long-term growth prospects of the Company, it is proposed to capitalize certain existing unsecured loan facilities provided by the Promoter and members of the Promoter Group by repaying/ appropriating the same into equity shares of the Company. This will also help in enhancing the liquidity position of the Company.

Further, the Company is engaged in the entertainment industry and is in continuous need of funds for completion and development of its ongoing and proposed projects. With a view to mitigating funding requirements and reducing future interest outflow, the Company proposes to repay/appropriate, part of the outstanding unsecured loans received from the Promoter and Promoter Group, which will also support the Company's project-related activities and improve its leverage position.

In this regard, the Board of Directors of the Company, at its meeting held on February 11, 2026, inter alia, approved the issue and allotment of up to 14,10,000 (Fourteen Lakh Ten Thousand) equity shares of the Company on a preferential basis to the Promoter and Promoter Group towards repayment/appropriation of existing unsecured loans, as set out in Resolution No. 1. Hence, it may be noted that there will be no fund inflow / outflow pursuant to the proposed allotment of equity shares on preferential basis.

Since our Company is a listed Company, the proposed Preferential Issue is being undertaken in compliance with the provisions of the SEBI (ICDR) Regulations, 2018 (as amended), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any, and Sections 42 and 62(1) of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations, 2018 and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below.

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E-Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders. In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V of SEBI ICDR Regulations, as amended from time to time.

The information pertaining to the proposed allotment of equity share is stated below:

a. Objects of the Issue:

(i) Repayment of Unsecured Loans

To increase the net worth of the Company and to reduce the future interest liability of the Company, it is proposed to repay part of the unsecured loans obtained from the proposed allottees named herein below forming a part of promoter and promoter group.

Our company has sought unsecured loans time to time from its promoter directors ("Proposed Allotees") so as to meet its working capital and funding requirements. The details of the outstanding unsecured debt obtained from promoter directors is as follows:

| (Amount in Rupees) | | | | |
|--------------------|-------------------------------|---|--|---|
| Sr. No. | Name of the Promoter Director | Unsecured Loan Outstanding as on 11-02-2026 ('Relevant Date') | Amount of Unsecured Loan to be appropriated towards subscription | Balance Outstanding after appropriation |
| 1 | Atul Hirji Maru | 4,16,33,000 | 3,87,75,000 | 28,58,000 |
| 2 | Raman Hirji Maroo | 10,75,49,000 | 3,87,75,000 | 6,87,74,000 |
| 3 | Hiren Uday Gada | 13,00,50,000 | 3,87,75,000 | 9,12,75,000 |
| 4 | Jai Buddhichand Maroo | 5,92,98,000 | 3,87,75,000 | 2,05,23,000 |
| Total | | 33,85,30,000 | 15,51,00,000 | 18,34,30,000 |

The Management is of the opinion that repaying the outstanding amount of unsecured loan dues by the Company by way of issue of Equity Shares of the Company is considered more feasible rather than borrowing from banks and other sources to repay the existing debt.

The promoter directors of the Company have also requested the Board of the Company to adjust/appropriate their outstanding unsecured loan amounts provided to the Company as on relevant date, against their contribution towards their respective subscription dues in the proposed issue of Equity Shares of the Company on preferential basis. Thus, there will be no fund inflow / outflow on account of the proposed issue of equity shares on preferential basis.

This will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase in net worth of the Company.

b. Maximum number of specified securities to be issued:

It is proposed to offer, allot and issue up to **14,10,000 (Fourteen Lakhs Ten Thousand)** fully paid-up equity shares of the Company having a face value of Rs. 10 / - (Rupees Ten Only) each.

c. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

Except Atul Hirji Maru, Raman Hirji Maroo, Hiren Uday Gada and Jai Buddhichand Maroo, who are members of the Promoters/ Promoter Group as aforesaid, none of the other Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe in the proposed issue on preferential basis.

d. Shareholding Pattern of the issuer before and after the issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided below.

| Sr. No. | Category of shareholders | Pre Issue SHP * | | Post Issue SHP | |
|------------------|---------------------------------------|--------------------|--------------|--------------------|--------------|
| | | No. of Shares | % of Holding | No. of Shares | % of Holding |
| A | Promoter & Promoter Group: | | | | |
| A1 | Indian | | | | |
| | Individuals | 1,60,84,080 | 58.87 | 1,74,94,080 | 60.89 |
| A2 | Foreign | | | | |
| | Any Other - Body Corporate | 18,22,840 | 6.67 | 18,22,840 | 6.34 |
| TOTAL (A) | | 1,79,06,920 | 65.53 | 1,93,16,920 | 67.24 |

| | | | | | |
|-----------|---|--------------------|---------------|--------------------|---------------|
| B | Non-Promoters' holding: | | | | |
| B1 | Non-Institutions: | | | | |
| | Key Managerial Personnel | 6,695 | 0.02 | 6,695 | 0.02 |
| | Indian Public | 73,89,939 | 27.05 | 73,89,939 | 25.72 |
| | Non-Resident Indians | 4,84,795 | 1.77 | 4,84,795 | 1.69 |
| B2 | Institutions: | | | | |
| | Investor Education and Protection Fund (IEPF) | 940 | 0.00 | 940 | 0.00 |
| | Limited Liability Partnerships | 3,34,367 | 1.22 | 3,34,367 | 1.16 |
| | Clearing Members | 16,429 | 0.06 | 16,429 | 0.06 |
| | Hindu Undivided Family | 3,03,651 | 1.11 | 3,03,651 | 1.06 |
| | Other Bodies Corporate | 8,76,563 | 3.21 | 8,76,563 | 3.05 |
| | TOTAL (B) | 94,13,379 | 34.46 | 94,13,379 | 32.76 |
| | TOTAL (A) + (B) | 2,73,20,299 | 100.00 | 2,87,30,299 | 100.00 |

* Shareholding details have been taken from the Benpos of February 6, 2026.

* Dilution arising from the exercise of ESOPs has not been considered in the above data.

e. Proposed time within which allotment shall be completed:

As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

f. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees:

Not applicable as the proposed allottees are a natural person.

g. Undertaking to re-compute the price:

The Company hereby undertakes that it shall re-compute the price of the equity shares specified above in terms of the provisions of the SEBI ICDR Regulations, 2018 where it is required to do so.

h. Undertaking to put under Lock-in till the recomputed price is paid:

The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

i. Disclosure pertaining to wilful defaulters or a fraudulent Borrower:

Neither the Company nor any of its promoters or directors is wilful defaulters or a fraudulent Borrower.

j. Current and proposed Status of the Proposed Allottee post preferential issue: -

The proposed allotment shall be made to the promoter/promoter group and after allotment there will be no change in the status of the proposed allottees.

k. Undertakings:

None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

l. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

Not Applicable.

m. Certificate from Practicing Company Secretary:

A copy of the certificate, from M/s. Dipesh Gosar & Co., Practicing Company Secretary (Membership No. A23755; COP No. 26801), having their office at B-601, DSK Saraswati CHS, Annabhai Sathe Marg, Malad East, Mumbai – 400097, certifying that the issue of equity shares on preferential basis is being made in accordance with provisions of Chapter V of the SEBI ICDR Regulations, 2018. The said certificate shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays and Public Holidays) during 10:00 A.M. to 5:00 P.M. The said Certificate can be accessed on the website of the Company as well at the weblink: [PCS certificate - 163\(2\)](#).

n. Lock in restrictions:

The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

o. Changes in control, if any, in the Company consequent to the issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue.

p. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on preferential basis.

q. Relevant Date:

In accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares of the Company is, Wednesday, February 11, 2026, being the date 30 days prior to the date of the Shareholders Approval (“Relevant Date”).

r. Percentage of post issue Preferential Issue Capital that may be held by the proposed allottees:

| SI No. | Name of the Proposed Allottees | Pre-Preferential Shareholding | | | No. of shares proposed to be allotted | Post-Preferential Shareholding | | |
|--------|--------------------------------|-------------------------------|---------------|-------|---------------------------------------|--------------------------------|---------------|-------|
| | | Category | No. of Shares | % | | Category | No. of Shares | % |
| 1. | Atul Hirji Maru | Promoter | 40,17,271 | 14.70 | 3,52,500 | Promoter | 43,69,771 | 15.21 |
| 2. | Raman Hirji Maroo | Promoter | 40,17,271 | 14.70 | 3,52,500 | Promoter | 43,69,771 | 15.21 |
| 3. | Hiren Uday Gada | Promoter Group | 26,58,155 | 9.73 | 3,52,500 | Promoter Group | 30,10,655 | 10.48 |
| 4. | Jai Buddhichand Maroo | Promoter Group | 12,34,200 | 4.52 | 3,52,500 | Promoter Group | 15,86,700 | 5.52 |

s. Basis on which the minimum issue price has been arrived at and justification for the price (including premium if any) along with report of the Independent registered valuer (if applicable):

The Equity Shares of the Company are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') ("Stock Exchanges"). The Equity Shares are frequently traded in terms of the Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018 and the same has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. Further, since the traded turnover is higher at NSE, the NSE trading data has been considered for computation of floor price under Regulation 164(1) of Chapter V of SEBI ICDR Regulations, 2018.

In terms of the SEBI ICDR Regulations, as Company's shares are falling under the category of frequently traded accordingly, the floor price at which the Equity shares can be issued is Rs. 109.27 per share as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days volume weighed average price (VWAP) of the equity shares of the Company preceding the Relevant Date: Rs. 109.27
- b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: Rs. 103.30
- c) Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company do not provide for any method of determination for valuation of shares which results in floor price being higher than determined price pursuant to SEBI ICDR Regulations.

Also, it is pertinent to note that as per the Regulation 166A of the SEBI ICDR Regulations, any preferential issue that may result in a change in control or involves an allotment of more than five per cent of the post-issue fully diluted share capital of the issuer, to a single allottee or to allottees acting in concert, mandates the requirement of a valuation report from an independent registered valuer, and such valuation is to be considered for determining the issue price. In the present case, since the proposed allotment does not result in any change in control and does not exceed five per cent of the post-issue fully diluted share capital of the Company to any allottee or allottees acting in concert, the Company is not required to comply with regulation 166A of the SEBI ICDR Regulations.

have undertaken the exercise of determining the floor price for the issuance of equity shares of the Company on preferential basis. He has determined that the minimum issue price at Rs. 109.27. The pricing certificate is displayed on the website of the company at [PCS certificate - 163\(2\)](#).

Our Board has fixed the floor price as Rs. 110/- per share (including premium of Rs. 100/- per share) and the said price fixed by the Board is higher than the floor price determined in terms Regulations 164(1) of SEBI ICDR Regulation and other applicable provisions.

t. Pricing the Issue:

The issue of equity shares will be at Rs. 110/-per Equity Share (including a premium of Rs. 100/- per share) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.

u. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

Except Mr. Raman Hirji Maroo Managing Director, Mr. Atul Hirji Maru Executive Director, Mr. Hiren Uday Gada, Executive Director-CEO and Mr. Jai Buddhichand Maroo, Executive Director None of Directors, Key Managerial Persons or their relatives are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

v. Other disclosures:

In accordance with SEBI ICDR Regulations,

- i. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- ii. The pre- preferential holding of the proposed allottees, if any, are in dematerialized form.
- iii. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- v. The Company is in compliance with the conditions for continuous listing.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No.1 as **Special Resolution** for your approval.