

Ref No.: SEL / Reg. 44- LODR / September-2016 / 01

September 28, 2016

**The Secretary,
National Stock Exchange of India Limited**
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E), Mumbai-400 051.
NSE Symbol: SHEMAROO

**The Secretary,
BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 023.
Scrip Code : 538685

Dear Sir / Madam,

Re: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019

**Sub: Disclosure of Voting Results of the 11th Annual General Meeting - Regulation 44(3) of the
SEBI (LODR), Regulations, 2015**

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the combined voting results (Remote E-voting and Poll) of the businesses transacted at the AGM of the Company is enclosed along with the Scrutinizer's Report.

This is for your information and record.

Thanking you,

Yours faithfully,

For Shemaroo Entertainment Limited



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

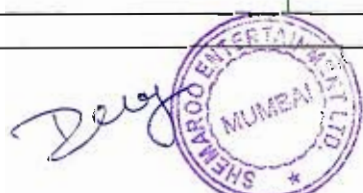


Encl: A/a

11TH ANNUAL GENERAL MEETING OF SHEMAROO ENTERTAINMENT LIMITED

Date of AGM :	Monday, September 26, 2016
Total number of shareholders on record date :	7654
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	40
No. of shareholders attended the meeting through video conferencing :	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/Special)			To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Directors and the Auditors' Report thereon.					
Whether promoter/promoter group are interested in agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17,891,920	17,891,920	100.00	17,891,920	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		17,891,920	100.00	17,891,920	-	100.00	0.00
Public- Institutions	E-Voting	4,225,501	565,876	13.39	565,876	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		4,225,501	13.39	565,876	-	100.00	0.00
Public- Non Institutions	E-Voting	5,064,818	444,003	8.77	444,003	-	100.00	0.00
	Poll		166	0.00	166	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		5,064,818	8.77	444,169	-	100.00	0.00
Total		27,182,239	18,901,965	69.54	18,901,965	-	100.000	0.000



Resolution required: (Ordinary)			Declaration of final dividend.					
Whether promoter/promoter group are interested in agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17,891,920	17,891,920	100.00	17,891,920	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		17,891,920	100.00	17,891,920	-	100.00	0.00
Public- Institutions	E-Voting	4225501	944,631	22.36	944,631	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		4,225,501	22.36	944,631	-	100.00	0.00
Public- Non Institutions	E-Voting	5,064,818	444,003	8.77	444,003	-	100.00	0.00
	Poll		166	0.00	166	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		5,064,818	8.77	444,169	-	100.00	0.00
Total		27,182,239	19,280,720	70.93	19,280,720	-	100.000	0.000

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SHEMAROO ENTERTAINMENT LTD.
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Resolution required: (Ordinary/Special)			Re-appointment of Mr. Hiren Gada (DIN: 01108194), who retires by rotation.					
Whether promoter/promoter group are interested in agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17,891,920	17,891,920	100.00	17,891,920	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total	17,891,920	17,891,920	100.00	17,891,920	-	100.00	0.00
Public- Institutions	E-Voting	4225501	944,631	22.36	944,631	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total	4,225,501	944,631	22.36	944,631	-	100.00	0.00
Public- Non Institutions	E-Voting	5,064,818	444,003	8.77	444,003	-	100.00	0.00
	Poll		166	0.00	166	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total	5,064,818	444,169	8.77	444,169	-	100.00	0.00
Total		27,182,239	19,280,720	70.93	19,280,720	-	100.000	0.000



Resolution required: (Ordinary)			Re-appointment of Statutory Auditors for a term of five years.					
Whether promoter/promoter group are interested in agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17,891,920	17,891,920	100.00	17,891,920	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		17,891,920	100.00	17,891,920	-	100.00	0.00
Public- Institutions	E-Voting	4,225,501	944,631	22.36	944,631	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		4,225,501	22.36	944,631	-	100.00	0.00
Public- Non Institutions	E-Voting	5,064,818	444,003	8.77	444,003	-	100.00	0.00
	Poll		166	0.00	166	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		5,064,818	8.77	444,169	-	100.00	0.00
Total		27,182,239	19,280,720	70.93	19,280,720	-	100.00	0.00

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Resolution required: (Ordinary)			Re-appointment of Ms. Smita Maroo, holding office or place of profit for a period of five years.					
Whether promoter/promoter group are interested in agenda / resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17,891,920	11,259,560	62.93	11,259,560	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		17,891,920	11,259,560	62.93	11,259,560	-	100.00
Public- Institutions	E-Voting	4225501	944,631	22.36	944,631	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		4,225,501	944,631	22.36	944,631	-	100.00
Public- Non Institutions	E-Voting	5,064,818	444,003	8.77	444,003	-	100.00	0.00
	Poll		166	0.00	166	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		5,064,818	444,169	8.77	444,169	-	100.00
Total		27,182,239	12,648,360	46.53	12,648,360	-	100.000	0.000

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Resolution required: (Ordinary)			Re-appointment of Ms. Kranti Gada, holding office or place of profit for a period of five years.					
Whether promoter/promoter group are interested in agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17,891,920	16,251,400	90.83	16,251,400	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		16,251,400	90.83	16,251,400	-	100.00	0.00
Public- Institutions	E-Voting	4,225,501	944,631	22.36	944,631	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		944,631	22.36	944,631	-	100.00	0.00
Public- Non Institutions	E-Voting	5,064,818	444,003	8.77	444,003	-	100.00	0.00
	Poll		166	0.00	166	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total		444,169	8.77	444,169	-	100.00	0.00
Total		27,182,239	17,640,200	64.90	17,640,200	-	100.000	0.000

Dr. J.





CONSOLIDATED REPORT OF THE SCRUTINIZER
*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 & 21 of Companies (Management and Administration) Rules, 2014]*

To

Mr. Buddhichand Maroo

Chairman

Shemaroo Entertainment Limited

Shemaroo House,

Plot No. 18, Marol Co-Op. Ind. Estate,

Off. Andheri Kurla Road,

Andheri East, Mumbai 400059

Respected Sir,

Sub: Consolidated Scrutinizer's Report of Resolutions passed through Remote E-Voting Process, Ballot Form and Voting by Poll at the 11th Annual General Meeting (AGM) of the Members of Shemaroo Entertainment Limited (the Company) held on Monday, 26th September, 2016

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
 - a. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. Scrutinizing the votes cast through Ballot Form and Poll Paper (at the AGM) for those shareholders, who do not access to e-voting facility in terms of provisions of Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c. Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;



for passing of the Resolutions as mentioned under item numbers 1 to 6 as set out in the Notice of 11th Annual General Meeting (AGM) of the members of the Company dated 06th May, 2016.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process, voting by Ballot Form and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide remote e-voting facility, Ballot Form received by the Scrutinizer and poll conducted at the AGM.
3. The Notice dated 6th May, 2016 alongwith Statement setting out material facts under Section 102 of the Act was sent to the shareholders through e-mail to those shareholders whose e-mail id is registered with the Registrar & Share Transfer Agent / Depositories and dispatched through courier on 20th August, 2016. The said Notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 5th August, 2016.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Lakshdweep" on Wednesday, 24th August, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Friday, 23rd September, 2016 (9.00 a.m.) till Sunday, 25th September, 2016 (5.00 p.m.).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 19th September, 2016.
7. As required under the said rules, after the closure of physical voting by Polling Papers at the AGM, the votes cast through poll were counted; thereafter the votes cast under remote e-voting facility were unblocked in the presence of CS K. Venkataraman and CS Priyanka Goenka who are not in employment with the Company.



8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately. Further, the Scrutinizer also received 1 (One) Ballot Form from a shareholder and the same was found to be defective.
9. Summary of the remote e-voting and poll at the AGM is as follows:

A. ORDINARY BUSINESS

Resolution No.1

Particulars Ordinary Resolution: For adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31st March, 2016 together with Reports of the Board of Directors and Auditors thereon.								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17891920	17891920	100.00	17891920	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (A)		17891920	100.00	17891920	0	100.00	NIL
Public-Institutions	E-Voting	4225501	565876	13.39	565876	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (B)		565876	13.39	565876	0	100.00	NIL
Public-Non Institutions	E-Voting	5064818	444003	8.77	444003	0	100.00	NIL
	Poll		166	0.00	166	0	100.00	NIL
	Total (C)		444169	8.77	444169	0	100.00	NIL
Total (A+B+C)		27182239	18901965	69.54	18901965	0	100.00	NIL
Result: May be considered as passed unanimously								



Resolution No.2

Particulars	Ordinary Resolution: For declaration of Dividend on the Equity Shares for the financial year ended 31 st March, 2016.							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17891920	17891920	100.00	17891920	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (A)		17891920	100.00	17891920	0	100.00	NIL
Public-Institutions	E-Voting	4225501	944631	22.36	944631	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (B)		944631	22.36	944631	0	100.00	NIL
Public-Non Institutions	E-Voting	5064818	444003	8.77	444003	0	100.00	NIL
	Poll		166	0.00	166	0	100.00	NIL
	Total (C)		444169	8.77	444169	0	100.00	NIL
Total (A+B+C)		27182239	19280720	70.93	19280720	0	100.00	NIL
Result: May be considered as passed unanimously								



Resolution No.3

Particulars	Ordinary Resolution: For appointment of a Director in place of Mr. Hiren Gada (DIN: 01108194) who retires by rotation and being eligible, offers himself for re-appointment.							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17891920	17891920	100.00	17891920	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (A)		17891920	100.00	17891920	0	100.00	NIL
Public-Institutions	E-Voting	4225501	944631	22.36	944631	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (B)		944631	22.36	944631	0	100.00	NIL
Public-Non Institutions	E-Voting	5064818	444003	8.77	444003	0	100.00	NIL
	Poll		166	0.00	166	0	100.00	NIL
	Total (C)		444169	8.77	444169	0	100.00	NIL
Total (A+B+C)		27182239	19280720	70.93	19280720	0	100.00	NIL
Result: May be considered as passed unanimously								



Resolution No.4

Particulars	Ordinary Resolution: For appointment of M/s. M. K. Dandekar & Co., Chartered Accountants, Mumbai as Statutory Auditors for a term of 5 years from the conclusion of 11 th Annual General Meeting till the conclusion of 16 th Annual General Meeting and fixation of their remuneration.							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17891920	17891920	100.00	17891920	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (A)		17891920	100.00	17891920	0	100.00	NIL
Public-Institutions	E-Voting	4225501	944631	22.36	944631	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (B)		944631	22.36	944631	0	100.00	NIL
Public-Non Institutions	E-Voting	5064818	444003	8.77	444003	0	100.00	NIL
	Poll		166	0.00	166	0	100.00	NIL
	Total (C)		444169	8.77	444169	0	100.00	NIL
Total (A+B+C)		27182239	19280720	70.93	19280720	0	100.00	NIL
Result: May be considered as passed unanimously								



B. SPECIAL BUSINESS

Resolution No.5

Particulars	Ordinary Resolution: For re-appointment of Ms. Smita Maroo as Senior Vice-President Animation, Kids Digital, L&M Department of the Company for a period of five years with effect from 1 st April, 2017 to 31 st March, 2022.							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17891920	11259560*	62.93	11259560	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (A)		11259560	62.93	11259560	0	100.00	NIL
Public-Institutions	E-Voting	4225501	944631	22.36	944631	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (B)		944631	22.36	944631	0	100.00	NIL
Public-Non Institutions	E-Voting	5064818	444003	8.77	444003	0	100.00	NIL
	Poll		166	0.00	166	0	100.00	NIL
	Total (C)		444169	8.77	444169	0	100.00	NIL
Total (A+B+C)		27182239	12648360	46.53	12648360	0	100.00	NIL
*Note: Voting by interested members excluded								
Result: May be considered as passed unanimously								



Resolution No.6

Particulars Ordinary Resolution: For re-appointment of Ms. Kranti Gada, as Senior Vice-President - New Business Development Department of the Company for a period of five years with effect from 1st April, 2017 to 31st March, 2022.								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	17891920	16251400*	90.83	16251400	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (A)		16251400	90.83	16251400	0	100.00	NIL
Public-Institutions	E-Voting	4225501	944631	22.36	944631	0	100.00	NIL
	Poll		0	0	0	0	0	0
	Total (B)		944631	22.36	944631	0	100.00	NIL
Public-Non Institutions	E-Voting	5064818	444003	8.77	444003	0	100.00	NIL
	Poll		166	0.00	166	0	100.00	NIL
	Total (C)		444169	8.77	444169	0	100.00	NIL
Total (A+B+C)		27182239	17640200	64.90	17640200	0	100.00	NIL

*Note: Voting by interested members excluded

Result: May be considered as passed unanimously



I further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s and also the Ballot Box used at the venue of the AGM, duly sealed; and
- b. The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

For Manish Ghia & Associates
Company Secretaries



Manish L. Ghia
CS Manish L. Ghia
Partner

M. No. FCS 6252; C. P. No. 3531

Date: 27th September, 2016

Counter signed and received the report

B. H. Maroo

Mr. Buddhichand Maroo
Chairman / Authorised Signatory
Shemaroo Entertainment Limited

Place: Mumbai

Date: 28/09/2016